

Hearing Date: November 2, 2022 at 9:30 a.m. (AST)
Objection Deadline: October 18, 2022 at 4:00 p.m. (AST)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**PROMESA
Title III**

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

**SUMMARY COVER SHEET FOR THE EIGHTH INTERIM FEE APPLICATION OF
GENOVESE JOBLOVE & BATTISTA, P.A., AS SPECIAL LITIGATION COUNSEL TO
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF
OCTOBER 1, 2021 - DECEMBER 31, 2021**

All Fees and Services included in this Interim Application were performed outside of Puerto Rico

SUMMARY COVER SHEET

Name of applicant:	Genovese Joblove & Battista, P.A. (“GJB”)
Authorized to provide professional services to:	Special Litigation Counsel for the Official Committee of Unsecured Creditors (the “Committee”) ²

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

Name of Client:	Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA and PBA)
Petition Date:	May 3, 2017 ³
Date of retention:	May 31, 2019, effective as of April 16, 2019 [Docket No. 7181]
Period for which compensation and reimbursement are sought:	October 1, 2021 – December 31, 2021 (the “ <u>Application Period</u> ”)
Amount of interim compensation sought as actual, reasonable, and necessary:	\$349,725.50 ⁴
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$19,344.38
Are your fee or expense totals different from the sum of previously-served monthly statements for the Application Period?	No.
Total compensation approved by interim order to date:	\$657,907.05 (First Interim Fee Order ECF No. 9046) \$1,339,434.84 (Second Interim Fee Order ECF No. 13296) \$1,171,906.40 (Third Interim Fee Order ECF No. 13824) \$887,215.20 (Fourth Interim Fee Order ECF No. 15971) \$499,302.23 (Fifth Interim Fee Order DE 17646) \$327,033.50 (Sixth Interim Fee Order DE 18371) \$204,609.00 (Seventh Interim Fee Application pending hearing) ⁵

³ The Petition Date for the Commonwealth under Title III was May 3, 2017. The petition date for COFINA under Title III was May 5, 2017. The petition date for ERS and HTA under Title III was May 21, 2017. The Petition Date for PREPA under Title III was July 2, 2017.

⁴ The full amount of fees incurred by GJB during the Application Period total \$349,725.50. GJB agreed taking a voluntary fee reduction equal to 20% in the amount of \$69,945.10 and, thereby, seeks allowance and payment of fees in the amount of \$279,780.40. By the time of the hearing on this Application, a portion of this amount should have been paid by the Debtors pursuant to the Interim Compensation Order, and GJB reserves its rights to seek relief from the Court to the extent any outstanding fees and expenses that are due and payable are not paid on the terms set forth in the Interim Compensation Order.

⁵ A hearing on GJB’s Seventh Interim Fee Application is scheduled for March 23, 2022 @ 9:30 a.m.[ECF No. 19911].

Total expenses approved by interim order to date:	\$3,848.56 (First Interim Fee Order ECF No. 9046) \$43,602.27(Second Interim Fee Order ECF No. 13296) \$33,296.95 (Third Interim Fee Order ECF 13824) \$54,671.58 (Fourth Interim Fee Order ECF No. 15971) \$31,381.55 (Fifth Interim Fee Order DE 17646) \$37,092.49 (Sixth Interim Fee Order DE 18371) \$33,089.07 (Seventh Interim Fee Application pending hearing)
Total allowed compensation paid to date:	\$4,882,799.22
Total allowed expenses paid to date:	\$203,893.40
Blended rate in this Application for all attorneys:	\$454.37/hour ⁶
Blended rate in this Application for all timekeepers:	\$479.64/hour
Total compensation sought in this Application already paid pursuant to a monthly compensation order but not yet allowed:	\$234,519.12
Total expenses sought in this Application already paid pursuant to a monthly compensation order but not yet allowed.	\$13,670.33
Total time expended for fee application preparation during the Application Period:	26.30
Total compensation requested for fee application preparation during the Application Period:	\$7,494.00
Number of professionals included in this Application:	12
If applicable, number of professionals in this Application not included in a staffing plan approved by the client:	N/A

⁶ The calculation of the blended hourly rates reflected in this Application Period does not take into account GJB's agreement to reduce its fees by an amount equal to 20% of its hourly rates.

If applicable, difference between fees budgeted and compensation sought for the Application Period:	(\$95,294.98): less than the budgeted fees
Number of professionals billing fewer than 15 hours to the case during the Application Period:	4
Are any timekeeper's hourly rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this Application using the rates originally disclosed in the retention application:	None.

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS FOR THE COMPENSATION PERIOD OCTOBER 1, 2021 THROUGH DECEMBER 31, 2021⁷

Date	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested	Fees Paid	Expenses Paid
January 7, 2022	October 1, 2021 – October 31, 2021	\$87,610.00	\$70,088.00	\$63,079.20	\$7,008.80	\$6,507.00	\$63,079.20	\$6,507.00
January 7, 2022	November 1, 2021 – November 30, 2021	\$150,501.00	\$120,400.80	\$108,360.72	\$12,040.08	\$7,163.33	\$108,360.72	\$7,163.33
March 8, 2022	December 1, December 31, 2021	\$111,614.50	\$89,291.60	\$80,362.44	\$8,929.16	\$5674.05	N/A	N/A

Summary of Amounts Requested to be Paid

Total Unpaid Fees: **\$102,685.34**

Total Unpaid Expenses: **\$5,674.05**

Total 10% Holdback on Fees: **\$27,978.04**

Reimbursement for 29% Tax Withholding: N/A

⁷ January, 2022 Invoices have not been submitted for approval, and therefore, are not included in this Compensation Period.

Reimbursement for 1.5% Government Contribution: \$N/A

Less expenses voluntarily reduced herein: N/A

Total Amount Requested to be Paid in Fees and Expenses for this period: \$136,337.43.

PRIOR INTERIM FEE APPLICATIONS

First Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
7/15/19	7994	April 19, 2019-May 31, 2019	\$691,742.25	\$553,393.80	\$498,054.42	\$55,339.38	\$10,373.05

Second Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
11/15/19	9213	June 1, 2019-September 30, 2019	\$1,728,948.00	\$1,383,158.40	\$1,244,842.56	\$138,315.84	\$43,602.27

Third Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
3/15/20	12409	October 1, 2019-January 31, 2020	\$1,494,787.75	\$1,195,830.20	\$1,076,247.18	\$119,583.02	\$33,296.95

Fourth Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
11/16/20	15142	February 1, 2020-August 31, 2020	\$1,124,542.00	\$899,633.60	\$809,670.24	\$89,963.36	\$56,687.18

Fifth Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
03/15/21	16068	September 1 2020 - January 31, 2021	\$499,302.23	\$399,441.78	\$359,497.62	\$39,944.16	\$31,381.55

Sixth Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
07/15/21	17365	February 1, 2021-April 30, 2021	\$327,033.50	\$261,626.80	\$235,464.12	\$26,162.68	\$37,092.49

Seventh Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
11/15/21	19219	June 1, 2021 – September 30, 2021	\$204,609.00	\$163,687.20	\$147,318.48	\$16,368.72	\$33,089.07

SUPPORTING CERTIFICATION, EXHIBITS, AND SCHEDULES

In accordance with the U.S. Trustee Guidelines, at the end of this Application are the following Exhibits and Schedules:

- EXHIBIT A CERTIFICATION OF MARIAELENA GAYO-GUITIAN IN SUPPORT OF APPLICATION
- EXHIBIT B CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
- EXHIBIT C SUMMARY OF TIMEKEEPERS INCLUDED IN THIS APPLICATION
- EXHIBIT D BUDGETS AND STAFFING PLANS FOR APPLICATION PERIOD
- EXHIBIT E SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

EXHIBIT E-1	SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY AS COMPARED TO BUDGET
EXHIBIT E-2	SUMMARY OF EXPENSE REIMBURSEMENT REQUESTED BY CATEGORY
EXHIBIT F	BREAKDOWN OF COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED AND BY WHETHER SERVICES WERE RENDERED IN PUERTO RICO OR OUTSIDE PUERTO RICO
SCHEDULE 1	LIST OF PROFESSIONALS BY MATTER
SCHEDULE 2	MONTHLY STATEMENTS COVERED IN APPLICATION
SCHEDULE 3	PROPOSED ORDER

Hearing Date: November 2, 2022 at 9:30 a.m. (AST)
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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.⁸

**PROMESA
Title III**

No. 17 BK 3283-LTS

(Jointly Administered)

**EIGHTH INTERIM APPLICATION OF GENOVESE JOBLOVE & BATTISTA, P.A.,
SPECIAL LITIGATION COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR PERIOD FROM
OCTOBER 1, 2021 THROUGH DECEMBER 31, 2021**

To The Honorable United States District Judge Laura Taylor Swain:

Genovese Joblove & Battista, P.A. (“GJB”), special litigation counsel to the Official Committee of Unsecured Creditors (the “Committee”), in the above-captioned Title III cases (the “Title III Cases”)⁹ hereby submits its Eighth Interim Fee Application (the “Application”) for allowance of compensation for professional services rendered, and reimbursement for actual and

⁸ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

⁹ The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

necessary expenses incurred in connection with such services, for the period from October 1, 2021 through December 31, 2021 (the “Application Period”). GJB submits this Application pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management and Economic Stability Act of 2016 (“PROMESA”),¹⁰ section 503(b) of Title 11, United States Code (the “Bankruptcy Code”) as made applicable to these cases by section 301(a) of PROMESA, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”), *Appendix B of the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee, 28 CFR Part 58, Appendix B (the “Guidelines”), and in accordance with this Court’s the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“Interim Compensation Order”) [Docket No. 1715]; the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“Second Interim Compensation Order”) [Docket No. 3269]; the Fee Examiner’s November 10, 2017 Memorandum (the “Fee Examiner Memorandum”); the Court’s *Order on Fee Examiner’s Motion to Impose Presumptive Standards and Timeliness requirements for Professional Fee Applications* (the “Presumptive Order”) [Docket No. 3932]; and the Court’s *Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or Other Sub-retained Professionals* (the “Revised Presumptive Order”) [Docket No. 7678]. In support of the Application, GJB submits the Certification of Mariaelena Gayo-Guitian (the “Gayo-Guitian Certification”), attached as **Exhibit A**, and respectfully represents as follows:

¹⁰ References to PROMESA are references to 48 U.S.C. §§ 2101 *et. seq.*

JURISDICTION AND VENUE

1. The Court has subject matter jurisdiction to consider and determine this Seventh Interim Application pursuant to PROMESA section 306(a). Venue is proper before this Court pursuant to PROMESA section 307(a). The statutory predicates for the relief requested herein are PROMESA sections 316 and 317, Bankruptcy Rule 2016 and Local Rule 2016-1.

2. This Application has been prepared in accordance with the Guidelines and the Interim Compensation Order. Attached as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

3. This Application is consistent with the Interim Compensation Order (as defined below), Local Rule 2016-1, and *Appendix B of the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "U.S. Trustee Guidelines"). To the extent necessary, GJB requests a waiver for cause shown of any requirements not met by this Application.¹¹

BACKGROUND

A. Case Background

4. On May 3, 2017, the Oversight Board commenced a Title III case for the Commonwealth of Puerto Rico by filing a voluntary petition for relief pursuant to section 304(a) of PROMESA (the "Commonwealth Title III Case"). Thereafter, the Oversight Board commenced a Title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (the "ERS Title III Case"), the Puerto Rico Highways and Transportation Authority (the "HTA Title III Case"), and the Puerto Rico Electric Power Authority

¹¹ The Committee and GJB reserve all rights as to the relevance and substantive legal effect of the U.S. Trustee Guidelines with respect to any application for compensation in these cases.

(the “PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”).¹² By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the Court approved the joint administration of the Title III Cases.

5. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338]. Thereafter, the U.S. Trustee modified the composition of the Committee membership [Docket Nos. 1171, 3058, and 3947], such that, currently, the members of the Committee are the American Federation of Teachers, Baxter Sales and Distribution Puerto Rico Corp., Doral Financial Corporation, Genesis Security Services, Inc., Service Employees International Union, Tradewinds Energy Barceloneta, LLC, and Unitech Engineering Group, S.E. (the “Committee Members”) [Docket No. 3947].

6. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

B. Retention of Genovese Joblove & Battista, P.A.

7. On April 16, 2019, the Committee selected GJB as proposed special litigation counsel to the Committee in connection with the evaluation and analysis of potential causes of action and representation as co-plaintiff in the filing and prosecution of certain claims and causes of action to be asserted against certain parties involved in the offering of (a) the Commonwealth’s General Obligation bonds (“GO Bonds”), (b) bonds issued by the Public Buildings Authority (“PBA”), and (c) bonds issued by ERS (“ERS”), including bond counsel, disclosure counsel,

¹² Unless otherwise indicated, references to docket numbers shall be to the docket of the Commonwealth Title III Case.

underwriters, underwriters' counsel, swap counterparties, or auditors (collectively, the "Financial Party Targets").

8. The retention of GJB as special litigation counsel was necessary and appropriate because the Committee's primary counsel, Paul Hastings, LLP ("Paul Hastings") represents certain of the Financial Party Targets (or their affiliates) in matters unrelated to the Title III Cases.

9. On April 26, 2019, the Court approved the *Stipulation and Agreed Order By and Among Financial Oversight and Management Board, Its Special Claims Committee, and Official Committee of Unsecured Creditors to Joint Prosecution of Debtor Causes of Action* [Doc No. 6524] (the "Joint Prosecution Stipulation"). In connection with the prosecution of such claims or causes of action, the Oversight Board agreed to the appointment of the members of the Special Claims Committee of the Oversight Board ("Special Claims Committee"), on the one hand, and the Committee, on the other hand, as co-trustees and co-plaintiffs with respect to the Co-Plaintiff Adversary Proceedings.

10. As set forth in the Engagement Agreement dated April 30, 2019, GJB was retained by and authorized to represent the Committee as special litigation counsel and conflicts counsel in connection with, among other matters, the evaluation and analysis of potential causes of action and representation as co-plaintiff in the filing and prosecution of certain claims and causes of action to be asserted against certain parties involved in the involved in the offering of (a) the Commonwealth's General Obligation bonds, (b) bond issued by the Public Buildings Authority, and (c) bonds issued by ERS, including underwriters, underwriters' counsel, swap counterparties, disclosure counsel, and auditors (collectively, the "Financial Party Targets"). .

11. On April 30, 2019, the Committee filed the *Application for Order Pursuant to Bankruptcy Code Section 1103(a) and Local Bankruptcy Rule 2014-1(e) Authorizing Employment and Retention of Genovese Joblove & Battista, P.A. as Special Litigation Counsel to Official*

Committee of Unsecured Creditors, Effective as of April 16, 2019 [Docket No. 6661] (the “GJB Employment Application”).

12. On May 31, 2019, the Court entered the *Order Authorizing Employment and Retention of Genovese, Joblove & Battista, P.A. as Special Litigation Counsel to Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 1103(A) and Local Rule 2014-1(e), Effective as of April 16, 2019* [Docket No. 7181] (the “Retention Order”).

13. GJB’s retention extends to the representation of the Committee as the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case. In particular, the Retention Order provided that “[t]he retention of GJB, as counsel to the Committee, shall be deemed to apply to the representation of the Committee if ever enlarged to include unsecured creditors of other debtors, without the need to obtain a modification of this Order.”

14. The Retention Order authorized GJB to be compensated on an hourly basis and reimbursed for actual and necessary out-of-pocket expenses pursuant to sections 316 and 317 of PROMESA, the Bankruptcy Rules, the Local Rules, and such orders as the Court may direct. The Retention Order further provides that “[p]ursuant to Bankruptcy Code section 503(b)(1), made applicable by PROMESA section 301(a), the fees and expenses of GJB shall be an administrative expense.” In addition, as provided in the Retention Order, the Committee has consented to the Debtors’ payment of GJB’s allowed fees and expenses.

C. Interim Compensation and Fee Examiner Orders

15. On August 23, 2017, the Court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1150].

16. On October 6, 2017, the Court appointed a Fee Examiner in these Title III Cases (the “Fee Examiner”) pursuant to the *Order Pursuant to PROMESA Sections 316 and 317 and*

Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief [Docket No. 1416] (the “Fee Examiner Order”). The Court appointed Brady Williamson as the Fee Examiner in the Title III Cases.

17. On October 31, 2017, the Fee Examiner filed the *Urgent Motion of the Fee Examiner to Amend the Interim Compensation Order, Including the Due Date and Hearing Date for Interim Compensation* [Docket No. 1594].

18. On November 8, 2017, the Court entered the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715].

19. On November 10, 2017, the Fee Examiner issued a memorandum, and on January 3, 2018, the Fee Examiner issued a supplemental memorandum (together, the “Fee Examiner Guidelines”) to all retained professionals in these Title III Cases providing additional guidelines in connection with the Interim Compensation Order.

20. On May 8, 2018, the Fee Examiner filed the *Motion of the Fee Examiner to Amend the Fee Examiner Order with Respect to the Scope of the Fee Examiner’s Authority in the Interest of Administrative Efficiency* [Docket No. 3032] (the “Motion to Amend the Fee Examiner Order”).

21. On May 23, 2018, the Oversight Board and the Puerto Rico Fiscal Agency and Financial Authority (“AAFAF”) filed a *Joint Motion for Entry of an Order Further Amending the Interim Compensation Order* [Docket No. 3133].

22. On June 6, 2018, the Court entered the Interim Compensation Order [Doc. No. 3269], and in accordance therewith, GJB and other professionals retained in these Title III Cases were authorized to serve upon the parties identified therein (the “Notice Parties”) monthly fee statements (the “Monthly Fee Statements”).

23. Pursuant to the Interim Compensation Order, the Notice Parties have ten (10) days from the date of service of the Monthly Fee Statement to object to the amounts requested. If no objection is filed prior to expiration of the objection period, the Commonwealth is authorized to pay the respective professionals 90% of the fees and 100% of the expenses sought in each Monthly Fee Statement.

24. On June 20, 2018, the Court entered the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Docket No. 3324] (the “Amended Fee Examiner Order”).

25. On June 26, 2019, the Court entered the *Order Imposing Additional Standards: Rate Increases and the Retention of Expert Witnesses or Other Sub-Retained Professionals* [Docket No. 7678].

D. Applications for Interim Compensation

26. In addition to the Monthly Fee Statements, the Interim Compensation Order directed professionals to seek interim allowance and payment of compensation (including the 10% held back from Monthly Fee Statements) and expense reimbursement at 120-day intervals (each an “Interim Fee Period”) by filing with the Court and serving on the Notice Parties an application for approval and allowance of all compensation and reimbursement of expenses relating to services rendered and expenses incurred during the preceding Interim Fee Period (*see* Interim Compensation Order at ¶2(f)).

27. On July 15, 2019, GJB filed its First Interim Fee Application for the period from April 16, 2019 through May 31, 2019 [ECF No. 7994] (the “First Interim Fee Application”). The hearing on the First Interim Fee Application was held on October 30, 2019 at 9:30 a.m.

28. On October 29, 2019, the Court entered the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses*

for the Sixth Compensation Period from February 1, 2019 through May 31, 2019 [ECF No. 9046] (the “First Interim Fee Order”). Pursuant to the First Interim Fee Order, GJB was awarded \$657,907.05 in fees and reimbursement of expenses in the amount of \$3,848.56.

29. On November 15, 2019, GJB filed its Second Interim Fee Application for the period from June 1, 2019 through September 30, 2019 [ECF No. 9213] (the “Second Interim Fee Application”). The hearing on the Second Interim Fee Application was held on March 4, 2020 at 9:30 a.m. and was continued to April 22, 2020 at 9:30 a.m.

30. On June 1, 2020, the Court entered the *Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Seventh Interim (June 1- September 30, 2019) and Prior Compensation Periods* [ECF No. 13296] (the “Second Interim Fee Order”). Pursuant to the Second Interim Fee Order, GJB was awarded \$1,339,434.84 in fees and reimbursement of expenses in the amount of \$43,602.27.

31. On March 16, 2020, GJB filed its Third Interim Fee Application for the period from October 1, 2019 through January 31, 2020 [ECF No. 12409] (the “Third Interim Fee Application”). The hearing on the Third Interim Fee Application was held on July 29, 2020 at 9:30 a.m. [ECF No. 12410].

32. On July 24, 2020, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Eighth Interim (October 1, 2019-January 31, 2020) and Prior Compensation Periods; (II) Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [ECF No. 13824] (the “Third Interim Fee Order”). Pursuant to the Third Interim Fee Order, GJB was awarded \$1,171,906.40 in fees and reimbursement of expenses in the amount of \$33,296.95.

33. On November 16, 2020, GJB filed its Fourth Interim Fee Application for the period from February 1, 2020 through August 31, 2020 [ECF No. 15142] (the “Fourth Interim Fee Application”).

34. On March 8, 2021, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Eighth Interim (June 1, 2020-September 30, 2020) and Prior Compensation Periods; (II) Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [ECF No. 15971] (the “Fourth Interim Fee Order”). Pursuant to the Fourth Interim Fee Order, GJB was awarded \$887,215.80 in fees and reimbursement of expenses in the amount of \$54,671.58.

35. On April 15, 2021, GJB filed its Fifth Interim Fee Application for the period from September 1, 2020 through January 31, 2021 [ECF No. 16068] (the “Fifth Interim Fee Application”).

36. On August 3, 2021, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Eleventh Interim (October 1, 2020-January 31, 2021) and Prior Compensation Periods;* [ECF No. 17646] (the “Fifth Interim Fee Order”). Pursuant to the Fifth Interim Fee Order, GJB was awarded \$393,780.03 in fees and reimbursement of expenses in the amount of \$28,860.55.

37. On April 15, 2021, GJB filed its Sixth Interim Fee Application for the period from February 1, 2021-May 1, 2021 [ECF No. 17365] (the “Sixth Interim Fee Application”).

38. On October 4, 2021, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Twelfth Interim (February 1, 2021-May 31, 2021) and Prior Compensation Periods* [ECF

No. 18371] (the “Sixth Interim Fee Order”). Pursuant to the Sixth Interim Fee Order, GJB was awarded \$260,272.72 in fees and reimbursement of expenses in the amount of \$35,727.69.

39. On November 15, 2021, GJB filed its Seventh Interim Fee Application for the period from June 1, 2021 through September 30, 2021 [ECF No. 19219] (the “Seventh Interim Fee Application”). A hearing on the Seventh Interim Fee Application is presently scheduled for March 23, 2022.

COMPENSATION AND REIMBURSEMENT REQUEST

40. By this Application, GJB seeks an order authorizing (a) allowance of interim compensation for professional services rendered to the Committee during the Application Period in the aggregate amount of \$349,725.50 and (b) allowance of reimbursement of actual and necessary expenses incurred by GJB in the aggregate amount of \$19,344.38. These amounts were for legal services provided to the Committee in connection with the Commonwealth Title III case.

41. During the Application Period, GJB attorneys and paraprofessionals expended a total of 769.70 hours for which compensation is requested. All services rendered and expenses incurred for which compensation or reimbursement is requested were performed or incurred for or on behalf of the Committee.

42. The Committee has approved the amounts requested by GJB for services performed and expenses incurred in each of the monthly statements submitted to the Notice Parties as outlined in the Interim Compensation Order.

43. During the Application Period, GJB submitted three (3) Monthly Fee Statements. The first Monthly Fee Statement for the period from October 1, 2021- October 31, 2021 was submitted and served on the Notice Parties on January 7, 2022 (the “First Monthly Fee Statement”) a copy of which is attached as Schedule 2. The objection deadline for the First Monthly Fee Statement was January 17, 2022. GJB received no objection to the First Monthly

Fee Statement.

44. A second Monthly Fee Statement for the period from November 1, 2021 – November 30, 2021 was submitted and served on the Notice Parties on January 7, 2022 (the “Second Monthly Fee Statement”) a copy of which is attached as Schedule 2. The objection deadline for the Second Monthly Fee Statement was January 17, 2022. GJB received no objection to the Second Monthly Fee Statement.

45. A third Monthly Fee Statement for the period from December 1, 2021 – December 31, 2021 was submitted and served on the Notice Parties on March 8, 2022 (the “Third Monthly Fee Statement”), a copy of which is attached as Schedule 2. The objection deadline for the Third Monthly Fee Statement is March 18, 2022. GJB received no objection to the Third Monthly Fee Statement.

46. As of the date of the filing of this Application, GJB has received payment for fees and costs of \$185,110.25 for services rendered during the Application Period for the months of October and November 2021. The amount of \$80,362.44 in fees and \$5,674.05 in costs remains unpaid for the month of December 2021.

47. As a courtesy to the Committee and based on circumstances unique to the Title III Case, during the Application Period GJB voluntarily applied a 20% discount of its hourly rates totaling \$69,945.10. For details regarding the waived fees, please see the Certification of Mariaelena Gayo-Guitian filed concurrently.

48. By this Application, GJB requests allowance of all fees and expenses incurred for services rendered during the Application Period. At this time, GJB seeks approval and payment of (a) 100% of its fees for services invoiced during the Application Period and (b) 100% of expenses invoiced during the Application Period. The time billed by these timekeepers was reasonable, and GJB reserves the right to seek allowance and payment of these fees based on the

facts and circumstances of these cases, including, without limitation, if objections are interposed to the allowance or payment of GJB's fees and expenses.

49. There is no agreement or understanding between GJB and any other person other than the attorneys, employees, and staff of GJB, for the sharing of compensation to be received for services rendered in these cases.

50. GJB maintains computerized records, in the form of monthly statements, of the time spent by all GJB's attorneys and paraprofessionals in connection with its representation of the Committee. The monthly statements are in the same form regularly used by GJB to bill its clients for services rendered and include the date that the services were rendered, a detailed, and contemporaneous narrative description of the services provided, the amount of time spent for each service, and the designation of the professional who performed the service.

51. The fees charged by GJB in the Title III Case are billed in accordance with its existing billing rates and procedures in effect during the Application Period. The rates GJB charges for the services rendered by its professionals and paraprofessionals in the Title III Case are comparable to the rates GJB charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters.

52. GJB's rates are set at a level designed to fairly compensate GJB for the work of its attorneys and paraprofessionals to cover fixed and routine overhead expenses. GJB operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved, and other factors. Accordingly, GJB set its rates for attorneys and paraprofessionals both in the restructuring group and related litigation groups within the firm by reference to market information and market adjustments by firms considered to be industry peers. Based on this and reviews of contemporaneous time records and fee applications

filed in other cases, GJB's endeavors to set the hourly rates for its attorneys and paraprofessionals at levels comparable to those of its principal competitor firms.

53. As is customary, and as permitted pursuant to paragraph 2 of the Retention Order, every year GJB reviews its rate structure and, when appropriate, adjusts its hourly rates based upon (i) the advancing seniority of its professionals and paraprofessionals, (ii) the current market for legal services, (iii) the rates charged for comparable non-bankruptcy services, and (iv) the firm's analysis of the hourly rates being charged by professionals in other law firms.

54. GJB's professional services during the Application Period required an aggregate expenditure of 769.70 recorded hours by GJB's attorneys and paraprofessionals broken down as follows: partners (427.70), associates (287.80), and paraprofessionals (54.2). During the Application Period, GJB's billing rates for attorneys rendering services in this matter ranged from \$305.00 to \$765.00 per hour. As a courtesy to the Committee, no rate increases were made in January 2022 for the incoming year.

55. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Application Period, but were not processed before the preparation of this Application, or GJB has for any other reason not sought compensation or reimbursement with respect to such services or expenses, GJB reserves the right to request additional compensation for such services, and reimbursement of such expenses, in a supplemental or future application.

56. Pursuant to, and consistent with, the relevant requirements of the Guidelines, as applicable, the following exhibits are attached hereto and incorporated by reference:

- Exhibit A- Certification of Mariaelena Gayo-Guitian
- Exhibit B- contains disclosures regarding "customary and comparable compensation."
- Exhibit C contains a summary of GJB's timekeepers included in

this Application.

- Exhibit D contains the budgets for GJB's services during the Application Period.
- Exhibit E contains (a) a summary of the compensation requested as compared to the compensation budgeted for the firm's services during the Application Period, and (b) a further breakdown of the compensation requested by project category and matter number.
- Exhibit E-1 contains summary of compensation requested by project category as compared to budget.
- Exhibit E-2 contains a summary of the expense reimbursements requested by category. An itemized schedule of all such expenses is included in GJB's monthly statements.
- Exhibit F contains a breakdown of compensation and expense reimbursement requested by Debtors and by whether the services were rendered in Puerto Rico or outside Puerto Rico.
- Schedule 1 contains a list of the professionals providing Services during the Application Period by matter.
- Schedule 2 includes the monthly fee statements covered in this Application.
- Schedule 3 includes the proposed order approving this Application.

**SUMMARY OF SERVICES PERFORMED BY GJB DURING
THE APPLICATION PERIOD**

57. Set forth below is a description of the professional services rendered by GJB during the Application Period broken down by project category. The following services described are not intended to be a comprehensive summary of the work performed by GJB. Detailed descriptions of all services rendered by GJB can be found in the detailed time records reflecting the services performed by GJB's professionals, the time expended by each professional, and the hourly rate of each professional, annexed to the Monthly Fee Statements attached as Schedule 2 and such descriptions are incorporated herein by reference.

58. As special litigation and conflicts counsel to the Committee, GJB has jointly

worked on various matters with counsel for the Oversight Board or its Special Claims Committee and has made a concerted effort to perform these services in an economic, effective, and efficient manner commensurate with the complexity and importance of the issues involved while being mindful to avoid any unnecessary or unreasonable duplication of effort with respect to any incurrence of fees in connection with the adversary proceedings commenced under the Joint Prosecution Stipulation. As such, GJB has carefully reviewed its staffing needs on a monthly basis and taken affirmative steps to avoid charges for duplicative services. For example, the work performed by GJB was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Moreover, whenever possible, GJB sought to minimize the costs of GJB's services to the Committee by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of the assignments. In addition, a small group of the same GJB attorneys was utilized for the vast majority of the work in these Title III cases to minimize the costs of intra-GJB communication and education about the cases. Notably, as a general matter, no more than two GJB attorneys attended the various hearings held during the Application Period, thereby minimizing the time billed on these hearings.

59. Furthermore, to the extent appropriate, GJB sought to work closely with Paul Hastings as counsel for the Committee and Brown Rudnick LLP ("Brown Rudnick" or "Special Claims Committee Counsel") as counsel for the Financial Oversight and Management Board, acting through its counsel Proskauer Rose or the Special Claims Committee (the "Oversight Board"), as applicable, in order to eliminate unnecessary duplication and allocate tasks in an efficient manner. In order to minimize duplication, GJB continues to meet with and confer with counsel for the Oversight Board to discuss pending and potential claims and discuss a division of labor and tasks to limit duplication.

60. In sum, GJB respectfully submits that the services for which it seeks compensation

in this Application were necessary for and beneficial to the Committee, and were rendered to protect, preserve, and maximize the value for unsecured creditors during the pendency of these Title III cases. Accordingly, in light of the nature and complexity of these Title III cases, GJB's charges for professional services performed and expenses incurred are reasonable under applicable standards. For all these reasons, GJB respectfully requests that the Court grant the Application and allow interim compensation for professional services performed and reimbursement for expenses as requested.

61. For ease of reference and transparency purposes, GJB created several matter numbers for its representation of the Committee. The matter numbers are divided as follows:

Matter ID	Matter Name
001	Official Committee of Unsecured Creditors
002	PREPA Adversary Litigation
003	ERS Adversary Litigation
004	HTA Adversary Litigation
005	Kobre & Kim Investigation Report Database Review

**I. Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico
(Matter ID 001)**

(a) Case Administration (Task Code B110)

Fees: \$352.50

Total Hours: 4.70

62. During the Application Period, GJB reviewed and developed general case strategy and planning of litigation matters, attended to case management, and participated in meetings with Paul Hastings, Proskauer Rose, Brown Rudnick, and local counsel in Puerto Rico. In order to efficiently track deadlines, organize documents, and manage work streams, GJB created a task list and tracking chart for all adversary proceedings filed which it routinely updates to keep track of deadlines. In addition, during the Application Period, GJB held routine internal team conference calls and occasional meetings to discuss interim and long-term strategies regarding current status of the Title III cases, the Co-Plaintiff Adversary Proceedings, and to manage work assignments and deadlines, while ensuring efficiencies and avoiding duplication and unnecessary overlap.

(b) Pleadings Review (Task Code B113)

Fees: \$15,561.00

Total Hours: 49.4

63. During the Application Period, GJB monitored the case docket for the Title III cases and applicable adversary proceedings. All daily Court filings are reviewed and analyzed. Upon the completion of the Court filing review, an internal memorandum is prepared summarizing each Court filing, upcoming hearings, and noting relevant filings which may impact a proceeding where GJB is serving as special litigation counsel to the Committee.

(c) Meeting of Creditors (Task Code B150)

Fees: \$460.00

Total Hours: .8

64. During the Application Period, GJB attended telephone conferences, weekly meetings, and had other communications with the Committee, including preparation for such calls and meetings in order to maintain the Committee informed of the various developments in the Co-Plaintiff proceedings being handled by GJB.

(d) **Court Hearings (Task Code B155)**

Fees: \$1,432.50

Total Hours: 2.7

65. During the Application Period, GJB attended via Zoom certain limited Court Hearings.

(e) **Fee/Employment Applications (GJB) (Task Code B160)**

Fees: \$7,494.00

Total Hours: 26.3

66. During the Application Period, GJB prepared four (4) monthly fee statements for services rendered during the months of June, July, August and September 2021, as well as responding to inquiries from the Fee Examiner. GJB also prepared and filed its Seventh Interim Fee Application and related exhibits [Doc No. 19219].

(f) **Budgeting (Task Code B161)**

Fees: \$1,295.00

Total Hours: 2.4

67. During the Application Period, GJB reviewed Budget and staffing issues and procedures in connection with the preparation, submission and approval of same. GJB prepared monthly budgets for November and December 2021 and January 2022, as required by the Fee Examiner and Interim Fee Orders.

(g) **Meeting and Communications with Board (Task Code B260)**

Fees: \$1,175.00

Total Hours: 2.2

(h) **General Litigation (Task Code B191)**

Fees: \$95,128.50

Total Hours: 210.70

68. During this Application Period, GJB has continued its representation as special litigation and conflicts counsel to the Committee in connection with various adversary proceedings associated with the Title III cases. In addition to monitoring the modified Plan filings and observing Plan confirming hearings, GJB is currently prosecuting seven (7) adversary proceedings associated with Debtor, Commonwealth of Puerto Rico (Case No. 17-3283). GJB represents the Committee with respect to a limited “garden-variety” avoidance action against Merck Sharp &

Dohme (I.A.) LLC [Adv. Proc. No. 19-276], Great Educational Services Corp [Adv. Proc. No. 19-277] and Eastern America Insurance Agency, Inc. [Adv. Proc. No. 19-279] whom received preferential and fraudulent transfers before the petition date. The adversary proceeding against Eastern America Insurance Agency, Inc. was voluntarily dismissed on February 16, 2021 [ECF No. 16]. Additionally, adversary defendant Great Educational Services Corporation filed for bankruptcy relief under Chapter 7 of the Bankruptcy Code, *Bankruptcy Case No. 19-02901*. In Adv. No. 19-280, GJB is seeking a judgment in excess of four billion dollars against numerous financial institutions and advisors whom negligently underwrote numerous bond obligations despite knowing the Commonwealth was in a state of insolvency for their financial gain (the “Underwriter Litigation”). With regard to the Underwriter Litigation, GJB is involved in the evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the defendants in the Underwriter Litigation. The Underwriter Litigation case is stayed pending decision on Confirmation of Amended Plan per Court Order. Furthermore, GJB has been involved in the representation of the Committee in a subset of adversary proceedings seeking to recover, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers of approximately \$9 billion dollars in general obligation bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288] (the “Clawback Litigation”). The Clawback Litigation cases are stayed pending decision on the confirmation of plan per Court Order. However, a Fifth Amended Adversary Complaint was filed on March 4, 2021 in the adversary proceeding against Defendant 1L, *et al*, [Adv. No. 19-283]. Additionally, the Committee has dismissed certain Defendants in Adv. Proc. Nos 19-281 and 19-282. Additionally, in Adv. No. 19-297, GJB is challenging the validity, enforceability and extent of alleged pre-petition liens of the Commonwealth’s general obligation and guaranteed bonds (the “GO Lien Challenges”). In connection with the foregoing, GJB has

been working with Committee and Special Claims Committee counsel and monitoring the establishment and extension of Case Management Procedures and Approval of Settlements related to those litigation matters it is handling. GJB has also provided, from time-to-time, additional assistance to Committee counsel with respect to litigation matters within GJB's subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters. GJB has continued its representation of the Committee in certain adversary cases associated with Debtor Puerto Rico Electric Power Authority ("PREPA"); Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS"); and Puerto Rico Highways and Transportation Authority ("HTA") as further described below. Those adversary proceedings include: (A) two adversary proceedings involving or relating to the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. Nos. 19-388-LTS, and 20-115-LTS]; (B) six adversary proceedings in connection with the ERS litigation which is seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds adversary proceedings involving {Adv. Pro. Nos. 19-355, 19-356, 19-357, 19-359, 19-361 and 19-367}; and (C) one adversary proceeding challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364].

(h) Meeting and Communications with Board (Task Code B260)

Fees: \$1,175.00

Total Hours: 2.2

II. PREPA (Matter ID 002)

(a) Meeting of Creditors (Task Code B150)

Fees: \$345.00

Total Hours: .6

69. During the Application Period, GJB attended telephone conferences, and other communications with the Committee, including preparation for such calls and meetings in order to maintain the Committee informed of the various developments in the Co-Plaintiff proceedings being handled by GJB including mediation strategies.

(b) **Meeting and Communications with Board (Task Code B260)**

Fees: \$107.00

Total Hours: .8

(c) **General Litigation (Task Code B191)**

Fees: \$226,039.50

Total Hours: 469.10

70. During the Application Period, GJB reviewed and analyzed various pleadings filed in the PREPA matter in addition to monitoring pending tolling agreement deadlines and tracking expiration deadlines of same. GJB paralegals prepared, reviewed and analyzed services and notices. GJB continued its representation of the Committee in connection with the Rule 9019 Motion, as well as in certain adversary cases pursuing the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS]. GJB is also defending the Committee's interest in an adversary proceeding involving a complaint for declaratory judgment alleging that the claims asserted by the Oversight Board and Committee in Adv. Pro. 19-388-LTS are not assets of the estate [Adv. Pro. No. 20-00015-LTS]. During the Application Period, GJB was involved in extensive litigation in Adv. Pro. No. 19-00388. The Marrero Parties filed their Rule 24(c) pleading to intervene in the adversary proceeding, and Defendants filed their Motion to Dismiss the Third Amended Complaint. GJB conducted expansive research in addition to numerous meetings with co-counsel to prepare the Committee's Joinder in the Special Claims Committee's Limited Objection to the Rule 24(c) pleading, including review of the Marrero Parties' Response to the Objection and Joinder and Defendants' Joint Response to the Rule 24(c) Pleading, as well as preparing a Limited Reply to the Response, resulting in an Order from the Court limiting the Marrero Parties' intervention rights.

Additionally, during the Application Period, GJB reviewed pleadings filed in the related Vitrol Adversary as it related to claims and defenses of the Defendants in Adv. Pro. No. 19-388. In

addition, GJB conferred with counsel to prepare a Motion for Relief from Stay and Joint Status reports regarding the Vitol Defendants' responsive pleadings in Adv. Pro. 19-388.

III. ERS (Matter ID 003) – N/A

71. During the Application Period there was no time billed in this matter.

IV. HTA (Matter ID 004) – N/A

72. During the Application Period there was no time billed in this matter.

V. Kobre & Kim Investigation Report Database Review (Matter ID 005)- N/A

73. During the Application Period there was no time billed in this matter.

ATTENDANCE AT HEARINGS

74. In accordance with the presumptions set forth in the *Order on Fee Examiner's Motion to Impose Presumptive Standards and Timeliness Requirements for Professional Fee Applications* [Docket No. 3932] (the "Presumptive Standards Order"), GJB provides the following summary regarding the attendance of GJB's professionals at Court hearings:

- October 6-7, 2021: John Arrastia virtually attended the October 6 and 7 omnibus hearings;
- November 8 through December 1, 2021: John Arrastia virtually attended the several of the Plan Confirmation Hearings, beginning November 8, 2021 through and including the pre-trial conference on December 1, 2021;

Confirmed via the invoices:

- October 25, 2021: John Arrastia virtually attended the court ordered hearing on confirmation issues.
- December 15, 2021: Angelo Castaldi virtually attended the December 15, 2021 omnibus hearings.

ACTUAL AND NECESSARY DISBURSEMENTS

75. As set forth in Exhibit D-2, GJB disbursed \$19,344.38 as expenses incurred in providing professional services during the Application Period.

76. The time constraints imposed by the circumstances of the matters handled by GJB during the Application Period required its attorneys and other employees, at times, to devote substantial time during the evenings and on weekends to perform legal services on behalf of the Committee. These extraordinary services were essential to meet deadlines, timely respond to inquiries on a daily basis, and satisfy the Committee's needs and demands. Attorneys and other GJB employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs in accordance with the Local Rules and firm policy. GJB's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the provision of legal services.

77. GJB believes the rates for charges incurred are the market rates that the majority of law firms charge clients for such services. In addition, GJB believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

REQUESTED COMPENSATION SHOULD BE ALLOWED

78. Section 316 of PROMESA provides for the compensation of professionals. Specifically, section 316 provides that a court may award a professional employed by a committee under section 1103 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses." PROMESA § 316(a). Section 316 also sets forth the criteria for the award of such compensation and reimbursement:

- (a) In determining the amount of reasonable compensation to be awarded to a professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including:
 - (i) the time spent on such services;

- (ii) the rates charged for such services;
- (iii) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this chapter;
- (iv) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (v) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the restructuring field; and
- (vi) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title or title 11, United States Code.

PROMESA § 316(c). Further, section 317 of PROMESA provides that “a committee may apply to the court not more than once every 120 days for such compensation for services rendered.

79. In the instant case, GJB respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the Committee, the Debtors, and their stakeholders and were rendered to protect, preserve, and maximize value for unsecured creditors during the pendency of the Title III Cases. The services rendered to the Committee were performed in an economic, effective, and efficient manner commensurate with the complexity and importance of the issues involved. The results obtained to date have benefited not only the Committee but also the Debtors, their stakeholders, and other interested parties. Accordingly, the compensation requested is reasonable in light of the nature, extent, and value of such services to the Committee, the Debtors, and all parties in interest.

80. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Whenever possible, GJB sought to minimize the costs of GJB’s services to the Committee

by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of the assignments. A small group of the same GJB attorneys was utilized for the vast majority of the work in order to minimize the costs of intra-GJB communication and education about the Title III Cases. As demonstrated by this Application, GJB spent its time economically and without unnecessary duplication. Accordingly, approval of the compensation sought herein is warranted.

NOTICE

81. In accordance with the Interim Compensation Order, GJB will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP and Marini Pietrantonio Muñiz LLC; (iii) the Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Puerto Rico Department of Treasury; (vi) the Fee Examiner, Brady Williamson; and (vii) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

CONCLUSION

WHEREFORE, GJB respectfully requests entry of an order, substantially in the form attached hereto as Schedule 3, (i) allowing interim compensation for professional services rendered during the Application Period in the amount of \$349,725.50, representing 100% of the fees billed during the Application Period plus 10% holdbacks in the amount \$27,978.04 (not including GJB's voluntary fee reduction equal to 20% in the amount of \$69,945.10) and reimbursement of \$19,344.38, representing 100% of the actual and necessary expenses incurred during the Application Period (ii) authorizing and directing the Debtors' payment of the fees allowed (net of

credits for fee reductions) plus 100% of the expenses allowed and any amounts paid by the Debtors pursuant to the Interim Compensation Order, (iii) allowing such compensation and payment for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to GJB's right to seek such further compensation and/or payment for the full value of services performed and expenses incurred, and (iv) granting GJB such other and further relief as is just.

Dated: August 31, 2022.

/s/ Mariaelena Gayo-Guitian

GENOVESE JOBLOVE & BATTISTA, P.A.

John H. Genovese, Esq. (*Pro Hac Vice*)

Jesus M. Suarez, Esq. (*Pro Hac Vice*)

Mariaelena Gayo-Guitian, Esq. (*Pro Hac Vice*)

100 SE 2nd Street, Suite 4400

Miami, FL 33131

Telephone: (305) 349-2300

jgenovese@gjb-law.cdom

jsuarez@gjb-law.com

mguitian@gjb-law.com

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**MANAGEMENT BOARD FOR PUERTO RICO,
as representative of**

**THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹**

**PROMESA
Title III**

**No. 17 BK 3283-LTS
(Jointly Administered)**

**CERTIFICATION OF MARIAELENA GAYO-GUITIAN, ESQ. IN SUPPORT OF
EIGHTH INTERIM FEE APPLICATION OF GENOVESE JOBLOVE & BATTISTA,
P.A., AS SPECIAL LITIGATION COUNSEL TO OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES FOR PERIOD FROM OCTOBER 1, 2021 - DECEMBER 31, 2021**

I, Mariaelena Gayo-Guitian certify that the following is true to the best of my knowledge information, and belief:

1. I am an attorney and partner of Genovese Joblove & Battista, P.A. (“GJB”), with four offices in Florida located at 100 SE 2nd Street, Suite 4400, Miami, FL 33131 (“Miami”); 200 East Broward Blvd, Suite 1110, Fort Lauderdale, FL 33301 (“Ft. Lauderdale”), and 100 N. Tampa Street, Suite 2600, Tampa, FL (“Tampa”). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.

2. I am admitted to practice law in the state of Florida. By order dated April 16, 2019,

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

I was admitted to appear *Pro Hac Vice* in the Debtors Title III Cases [Docket No. 6330].

3. I am duly authorized to make this Certification on behalf of GJB. The facts set forth in this Certification are based upon my personal knowledge, my discussions with other GJB attorneys, and the review of GJB's client/matter records by me or other GJB attorneys acting under my supervision and direction.

4. In accordance with (a) Local Bankruptcy Rule 2016-1 (the "Local Guidelines"), (b) Appendix B of the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective as of November 1, 2013 (the "U.S. Trustee Guidelines"), and (c) the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered June 6, 2018* (the "Interim Compensation Order"), this Certification is made with respect to the *Eighth Interim Application of Genovese Joblove & Battista, P.A., as Special Litigation Counsel to Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses for the Period from October 1, 2021 – December 31, 2021* (the "Application").²

5. Pursuant to section (a)(4) of the Local Guidelines, I hereby certify that I have read the Application and, to the best of my knowledge, information, and belief, formed after reasonable inquiry, (a) the compensation and reimbursement of expenses sought in the Application conforms with the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, and the Local Rules, (b) the compensation and reimbursement of expenses are billed at rates no less favorable to the Debtors than those customarily employed by GJB generally (taking into consideration that GJB employs a variety of fee arrangements with its clients, including hourly fees, contingency fees and hybrid fees involving reduced hourly rates and reduced contingency fee percentages) and billed in accordance with the Engagement Letter and Retention Order; and (c) in providing a reimbursable

² Capitalized terms used herein shall have the same meanings given to them in the Application.

services, GJB does not make a profit on that service, whether the service is performed by GJB in-house or through a third party.

6. In accordance with the Engagement Letter and Retention Order, GJB agreed to a voluntary fee reduction equal to 20%, which results in a reduction in fees in the amount of \$69,945.10 in the Application. GJB seeks allowance of all of its fees incurred during the Application Period in the net amount of \$279,780.40, to the extent such amount has not been paid before the hearing scheduled on this Application.

7. GJB provides the following response to the request for information set forth in the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Application Period?

Response: Yes. As a courtesy to the Committee and based on circumstances unique to the Title III Case, during the Application Period, GJB agreed to a voluntary reduction of its fees by an amount equal to 20% of the total fees sought to be paid, which reduction totals \$69,945.10.

Question: If the fees sought in this application as compared to the fees budgeted for the Application Period are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees were below the budgeted amount, therefore the request is not applicable.

Question: Have any of the professionals included in this application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: The Application includes approximately 26.3 hours and associated fees of approximately \$7,494.00 related to preparing, reviewing, and

revising GJB's fee statements.

Question: Does this application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: If the application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation consistent with ABA Formal Ethics Opinion 11-458?

Response: No rate increases have occurred since the retention date.

8. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 31st day of August, 2022.

/s/ Mariaelena Gayo-Guitian
Mariaelena Gayo-Guitian, Esq.
GENOVESE JOBLOVE & BATTISTA, P.A.
Mariaelena Gayo-Guitian, Esq. (*Pro Hac Vice*)
100 SE 2nd Street, Suite 4400
Miami, FL 33131
Telephone: (305) 349-2300
mguitian@gjb-law.com

EXHIBIT B

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

(See Guidelines ¶ C.3. for definitions of terms used in this Exhibit.)

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)	BLENDED HOURLY RATE		
	NON- BANKRUPTCY BLENDED HOURLY RATE	GJB BLENDED HOURLY RATE ¹	GJB BLENDED HOURLY RATE (AFTER 20% REDUCTION) ²
Partner	\$558.47	\$558.47	\$446.78
Counsel	N/A	N/A	N/A
Associate	\$362.49	\$362.49	\$289.99
All timekeepers aggregated	\$454.37	\$454.37	\$363.49

¹ The calculation of GJB's Blended Hourly Rate does not take into account GJB's agreement to reduce its fees by an amount equal to 20% of its total hourly fees.

² For illustrative purposes only.

EXHIBIT C

SUMMARY OF TIMEKEEPERS INCLUDED IN THIS APPLICATION

Name	Title or Position	Department, Group, or Section	Date of First Admission	Fees Billed in this Application	Hours Billed in this Application	Hourly Rate Billed		Number of Rate Increases Since Case Inception
						In this Application	In Seventh Interim Application	
Arrastia, John	Partner	Litigation	1996	\$105,627.50	183.70	\$575.00	\$575.00	0
Friedman, Michael A.	Partner	Bankruptcy	2009	\$49,500.00	90.00	\$550.00	\$550.00	0
Genovese, John H.	Partner	Bankruptcy	1979	\$19,431.00	25.40	\$765.00	\$765.00	1
Suarez, Jesus M.	Partner	Bankruptcy	2008	\$64,300.00	128.60	\$500.00	\$500.00	1
		Total Partner:		\$238,858.50	427.70			
Bado, JP	Associate	Litigation		\$2,512.50	6.7	\$375.00	N/A	0
Castaldi, Angelo	Associate	Litigation	2015	\$83,475.00	222.60	\$375.00	\$375.00	1
Delgado, Joyce A.	Associate	Litigation	2017	\$15,561.00	49.4	\$315.00	\$315.00	0
Rosner, Jeremy S.	Associate	Litigation		\$2,775.50	9.1	\$305.00	N/A	0
		Total Associate:		\$104,324.00	287.80			
Hopkins, Colleen	Paralegal			\$2,671.50	13.7	\$195.00	\$195.00	0
Sardina, Jessey	Paralegal			\$1,942.50	25.90	\$75.00	\$75.00	0
Scavone-Esser, Carolyn	Paralegal			\$885.00	5.9	\$150.00	\$150.00	0
Garcia-Montes, Tricia	Paralegal			\$1,044.00	8.7	\$120.00	\$120.00	0
		Total Paraprofessional:		\$6,543.00	54.20			
	Total:			\$349,725.50	769.70			
	Blended Rate:			\$454.37				
	Blended Rate Excluding Paraprofessionals:			\$479.64				

EXHIBIT D

BUDGET AND STAFFING PLAN

EXHIBIT D-1

BUDGETS FOR:

October 2021

November 2021

December 2021

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
to the Official Committee Of Unsecured Creditors
Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: October 1, 2021 through October 31, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period October 1, 2021 through October 31, 2021
<p>B110 Case Administration</p> <p><i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 19.3</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 18.2</i></p>	12
<p>B112 General Creditor Inquiries</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B113 Pleadings Review</p> <p><i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i></p> <p style="text-align: right;"><i>Prior Month ~ 25</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 27</i></p>	27

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the Committee's agreement to the proposed plan of adjustment and the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B130 Asset Disposition</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ ~5</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~4</i></p>	2
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 4</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~8</i></p>	2
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p style="text-align: right;"><i>Prior Month ~ 35</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~21</i></p>	6

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Month ~ 2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~2</i></p>	2
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Month ~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Month ~ 1</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	1
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 0</i></p>	2

<p>191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)</p> <p><i>Notes: GJB is the prosecution of claims in AP 388, the stay of which has been lifted by virtue of the order in AP 115 and pending voluntary dismissal, providing the Committee, as co-plaintiff, the right to proceed against the Fuel Oil Defendants during the upcoming period and related direct claims against the Fuel Oil Defendants</i></p> <p><i>This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect, subject to confirmation.</i></p> <p style="text-align: right;"><i>Prior Month ~ 60</i> <i>Trailing Two Month Average ~ 85</i></p>	165
<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B220 Employee Benefits/Pensions</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B230 Financing / Cash Collections</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B231 Security Document Analysis</p> <p style="text-align: right;"><i>Prior Month ~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p style="text-align: right;"><i>Prior Month ~ 1</i> <i>Trailing Two Month Average ~1</i></p>	4
<p>B261 Investigations</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0

<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B320 Plan and Disclosure Statement</p> <p><i>Notes: This task code includes time spent on matters related to the evolving plan of adjustment for the Title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings, limited to implementing certain discrete plan elements.</i></p> <p style="text-align: right;"><i>Prior Month ~ 2</i> <i>Trailing Two Month Average ~2</i></p>	2
<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	275
TOTAL ESTIMATED FEE³	\$141,644.25
MINUS 20% REDUCTION	\$28,328.85
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$113,315.40

³ Assumes Blended Rate of \$515.07

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: October 1, 2021 through October 31, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. That matter has been resolved, so that the parties may seek to lift the stay in Adv. Pro. No. 19-388 and engage in motion and pleading practice directed to the operative complaint and counterclaims.

The March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto* stays the proceedings pending a decision on confirmation, with a plan of adjustment that will transfer this action to a post-litigation trust.

GJB is also involved in the ongoing monitoring and evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the same defendants sued by the Committee in Adv. Proc. No. 19-280-LTS, which monoline suit has been removed to the PROMESA proceedings.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period October 1, 2021 through October 31, 2021	Average hourly rate for period October 1, 2021 through October 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420

Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period October 1, 2021 through October 31, 2021
B191 General Litigation	163
TOTAL HOURS	165

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

On August 26, 2021, the Court entered its *Order Staying Vendor Avoidance Actions* [Docket Entry 17977] which stays those avoidance actions that could implicate GJB’s attention.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period October 1, 2021 through October 31, 2021	Average hourly rate for period October 1, 2021 through October 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period October 1, 2021 through October 31, 2021
B191 General Litigation	0
TOTAL HOURS	165

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and
- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of August other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period October 1, 2021 through October 31, 2021	Average hourly rate for period October 1, 2021 through October 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period October 1, 2021 through October 31, 2021
B191 General Litigation	0
TOTAL HOURS	165

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation, *i.e.*, Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking

declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

This litigation has been resolved among the parties and stayed pending confirmation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period October 1, 2021 through October 31, 2021	Average hourly rate for period October 1, 2021 through October 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period October 1, 2021 through October 31, 2021
B191 General Litigation	0
TOTAL HOURS	165

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period October 1, 2021 through October 31, 2021	Average hourly rate for period October 1, 2021 through October 31, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period October 1, 2021 through October 31, 2021
B190 Other Contested Matters	2
TOTAL HOURS	165

GENERAL STAFFING PLAN

Period Covered: October 1, 2021 through October 31, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period October 1, 2021 through October 31, 2021	Average hourly rate for period October 1, 2021 through October 31, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no adversary proceedings will require discovery and trial preparation; and (iii) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
to the Official Committee Of Unsecured Creditors
Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: November 1, 2021 through November 30, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period November 1, 2021 through November 30, 2021
<p>B110 Case Administration</p> <p><i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 22</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 21</i></p>	20
<p>B112 General Creditor Inquiries</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B113 Pleadings Review</p> <p><i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i></p> <p style="text-align: right;"><i>Prior Month ~ 31</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 28</i></p>	27

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the Committee's agreement to the proposed plan of adjustment and the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B130 Asset Disposition</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ ~5</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~4</i></p>	4
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~4</i></p>	10
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p style="text-align: right;"><i>Prior Month ~2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~19</i></p>	18

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Month ~ 2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	1
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Month ~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Month ~ 1</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	1
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 0</i></p>	2

<p>191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)</p> <p><i>Notes: GJB is responsible for the prosecution of claims in AP 388, the stay of which has been lifted, with a briefing schedule commencing in late October and related direct claims against the Fuel Oil Defendants</i></p> <p><i>GJB is also reviewing claim objections that may impact AP 280, known as the Financial Target Litigation, which is current stayed.</i></p> <p><i>This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect, subject to confirmation.</i></p> <p style="text-align: right;"><i>Prior Month ~ 76</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 102</i></p>	<p style="text-align: right;">210</p>
<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	<p style="text-align: right;">0</p>

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p>Prior Month ~ 0 Trailing Two Month Average ~0</p>	0
<p>B220 Employee Benefits/Pensions</p> <p>Prior Month ~ 0 Trailing Two Month Average ~0</p>	0
<p>B230 Financing / Cash Collections</p> <p>Prior Month ~ 0 Trailing Two Month Average ~0</p>	0
<p>B231 Security Document Analysis</p> <p>Prior Month ~0 Trailing Two Month Average ~0</p>	0
<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p>Prior Month ~ 1 Trailing Two Month Average ~1</p>	6
<p>B261 Investigations</p> <p>Prior Month ~ 0 Trailing Two Month Average ~0</p>	0

<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B320 Plan and Disclosure Statement</p> <p><i>Notes: This task code includes time spent on matters related to the evolving plan of adjustment for the Title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings, limited to implementing certain discrete plan elements.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	2
<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in the these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	301
TOTAL ESTIMATED FEE³	\$155,036.07
MINUS 20% REDUCTION	\$31,007.22
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$124,028.86

³ Assumes Blended Rate of \$515.07

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: November 1, 2021 through November 30, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. That matter has been resolved, and pursuant to Court Order, the stay has been lifted in Adv. Pro. No. 19-388 for the parties to engage in motion and pleading practice directed to the operative complaint and counterclaims.

The March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto* stays the proceedings pending a decision on confirmation, with a plan of adjustment that will transfer this action to a post-litigation trust.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period November 1, 2021 through November 30, 2021	Average hourly rate for period November 1, 2021 through November 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period November 1, 2021 through November 30, 2021
B191 General Litigation	208
TOTAL HOURS	210

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

On August 26, 2021, the Court entered its *Order Staying Vendor Avoidance Actions* [Docket Entry 17977] which stays those avoidance actions that could implicate GJB’s attention.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period November 1, 2021 through November 30, 2021	Average hourly rate for period November 1, 2021 through November 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period November 1, 2021 through November 30, 2021
B191 General Litigation	0
TOTAL HOURS	210

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and
- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of August other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period November 1, 2021 through November 30, 2021	Average hourly rate for period November 1, 2021 through November 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period November 1, 2021 through November 30, 2021
B191 General Litigation	0
TOTAL HOURS	210

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation,

i.e., Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

This litigation has been resolved among the parties and stayed pending confirmation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period November 1, 2021 through November 30, 2021	Average hourly rate for period November 1, 2021 through November 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period November 1, 2021 through November 30, 2021
B191 General Litigation	0
TOTAL HOURS	210

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period November 1, 2021 through November 30, 2021	Average hourly rate for period November 1, 2021 through November 30, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period November 1, 2021 through November 30, 2021
B190 Other Contested Matters	2
TOTAL HOURS	210

GENERAL STAFFING PLAN

Period Covered: November 1, 2021 through November 30, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period November 1, 2021 through November 30, 2021	Average hourly rate for period November 1, 2021 through November 30, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no adversary proceedings will require discovery and trial preparation; and (iii) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
to the Official Committee Of Unsecured Creditors
Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: December 1 through December 31, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period December 1 through December 31, 2021
<p>B110 Case Administration</p> <p><i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 20</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 21</i></p>	20
<p>B112 General Creditor Inquiries</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B113 Pleadings Review</p> <p><i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i></p> <p style="text-align: right;"><i>Prior Month ~ 31</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 28</i></p>	20

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the Committee's agreement to the proposed plan of adjustment and the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B130 Asset Disposition</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ ~2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~3</i></p>	3
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	4
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p style="text-align: right;"><i>Prior Month ~10</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~8</i></p>	10

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Month ~ 2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~2</i></p>	2
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Month ~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Month ~ 1</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	1
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	10

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 0</i></p>	2

<p>191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)</p> <p><i>Notes: GJB is responsible for the prosecution of PREPA's claims in AP 388 against the Fuel Oil Defendants, the stay of which has been lifted and briefing underway.</i></p> <p><i>GJB is responsible for the litigation involving the Catesby-Jones/Marrero Class Action Plaintiffs efforts to intervene in AP 388, in direct and collateral litigation, the briefing of which is underway.</i></p> <p><i>GJB is also reviewing claim objections that may impact AP 280, known as the Underwriter Litigation, which is current stayed.</i></p> <p><i>GJB is also responsible for any matters relating to the Underwriter Litigation, to the extent raised during the stay</i></p> <p><i>This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect, subject to confirmation, with the expectation that such matters will be resolved as a result of confirmation..</i></p> <p style="text-align: right;"><i>Prior Month ~130</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 104</i></p>	<p style="text-align: right;">210</p>
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<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B220 Employee Benefits/Pensions</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B230 Financing / Cash Collections</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B231 Security Document Analysis</p> <p style="text-align: right;"><i>Prior Month ~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p style="text-align: right;"><i>Prior Month ~ 3</i> <i>Trailing Two Month Average ~2</i></p>	6
<p>B261 Investigations</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B320 Plan and Disclosure Statement</p> <p><i>Notes: This task code includes time spent on matters related to the evolving plan of adjustment for the Title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings, limited to implementing certain discrete plan elements.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0

<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in the these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	288
TOTAL ESTIMATED FEE³	\$148,340.16
MINUS 20% REDUCTION	\$29,668.03
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$118,672.13

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: December 1 through December 31, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. That matter has been resolved, and pursuant to Court Order, the stay has been lifted in Adv. Pro. No. 19-388 for the parties to engage in motion and pleading practice directed to the operative complaint and counterclaims, including renewed claims by the Marrero Class Action Plaintiffs to intervene.

The March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c)*

³ Assumes Blended Rate of \$515.07

Certain Deadlines Related Thereto stays the proceedings pending a decision on confirmation, with a plan of adjustment that will transfer this action to a post-confirmation Avoidance Action Trust.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period December 1 through December 31, 2021	Average hourly rate for period December 1 through December 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period December 1 through December 31, 2021
B191 General Litigation	208
TOTAL HOURS	210

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

On August 26, 2021, the Court entered its *Order Staying Vendor Avoidance Actions* [Docket Entry 17977] which stays those avoidance actions that could implicate GJB’s attention.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period December 1 through December 31, 2021	Average hourly rate for period December 1 through December 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period December 1 through December 31, 2021
B191 General Litigation	0
TOTAL HOURS	210

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and
- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of December other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period December 1 through December 31, 2021	Average hourly rate for period December 1 through December 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300

Paraprofessionals	2	\$195	\$156
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2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period December 1 through December 31, 2021
B191 General Litigation	0
TOTAL HOURS	210

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation, *i.e.*, Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

This litigation has been resolved among the parties and stayed pending confirmation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period December 1 through December 31, 2021	Average hourly rate for period December 1 through December 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period December 1 through December 31, 2021
B191 General Litigation	0
TOTAL HOURS	210

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period December 1 through December 31, 2021	Average hourly rate for period December 1 through December 31, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period December 1 through December 31, 2021
B190 Other Contested Matters	0
TOTAL HOURS	210

GENERAL STAFFING PLAN

Period Covered: December 1 through December 31, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period December 1 through December 31, 2021	Average hourly rate for period December 1 through December 31, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no adversary proceedings will require discovery and trial preparation; and (iii) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

EXHIBIT D-2

STAFFING PLAN

Period Covered: October 1, 2021 – December 31, 2021

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period 10/01/21 through 12/31/21	Average hourly rate for period 10/01/21 through 12/31/21 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	4	\$195	\$156

EXHIBIT E

SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

EXHIBIT E-1

SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

U.S. TRUSTEE TASK CODE AND PROJECT CATEGORY	October 2021	November 2021	December 2021	TOTAL
B110 Case Administration			\$352.50	\$352.50
B112 General Creditor Inquiries				
B113 Pleadings Review	\$9,481.50	\$3,654.00	\$2,425.50	\$15,561.00
B120 Asset Analysis and Recovery				
B130 Asset Disposition				
B140 Relief from Stay / Adequate Protection Proceedings				
B150 Meetings of Creditors' Committee and Communications with Creditors	\$57.50		\$747.50	\$805.00
B155 Court Hearings (including Preparation for Court Hearings)	\$1,207.50		\$225.00	\$1,432.50
B160 Employment / Fee Applications	\$2,753.00	\$4,741.00		\$7,494
B161 Budgeting (Case)	\$230.00		\$1,065.00	\$1,295.00
B165 Employment / Fee Application (Other Professionals)				
B170 Fee and Employment Objections				
B180 Avoidance Action Analysis				
B181 Preference Analysis and Recovery Action				
B185 Assumption / Rejection of Leases and Contracts				
B190 Other Contested Matters (including GDB restructuring)				
B191 General Litigation	\$72,648.00	\$142,106.00	\$106,414.00	\$325,638.50
B195 Non-Working Travel				

U.S. TRUSTEE TASK CODE AND PROJECT CATEGORY	October 2021	November 2021	December 2021	TOTAL
B210 Debtors' Financial Information				
B220 Employee Benefits / Pensions				
B230 Financing / Cash Collections				
B231 Security Document Analysis				
B260 Meetings/Communications with Debtors/ Oversight Board	\$1,232.50		\$385.00	\$1,617.50
B261 Investigations				
B310 Claims Administration and Objections				
B312 Objections to Claims				
B320 Plan and Disclosure Statement				
B321 Business Plan				
B410 General Bankruptcy Advice and Opinions				
B420 Restructurings				
TOTAL HOURS:	194.70			
TOTAL FEES:	\$87,610.00	\$150,501.00	\$111,614.50	\$349,725.50
<i>MINUS 20% REDUCTION:</i>	\$17,522.00	\$30,100.20	\$22,322.90	\$52,440.62
TOTAL FEES: (NET OF REDUCTION)	\$70,088.00	\$120,400.80	\$89,291.60	\$297,284.88

**FURTHER BREAKDOWN OF COMPENSATION REQUESTED
BY PROJECT CATEGORY AND BY MATTER**

Official Committee of Unsecured Creditors of Commonwealth of PR (Matter ID 001)

U.S. Trustee Task Code and Project Category	Hours Billed	Fees Sought
B110 Case Administration	4.7	\$352.50
B113 Pleadings Review	55.4	\$15,561.00
B150 Meeting of Creditors	0.8	\$460.00
B155 Court Hearings	2.7	\$1432.50
B160 Employment / Fee Applications (GJB)	26.3	\$7,494.00
B161 Budgeting (Case)	2.4	\$1295.00
B191 General Litigation	210.70	\$99,598.50
B260 Meetings and Communications with Board	2.20	\$1,175.00
TOTAL	305.20	\$127,368.50

PREPA (Matter ID 002)

U.S. Trustee Task Code and Project Category	Hours Billed	Fees Sought
B150 Meeting of Creditors	0.6	\$345.00
B191 General Litigation	469.1	\$226,039.50
B260 Meetings and Communications with Board	0.8	\$442.50
TOTAL	470.5	\$226,827.00

***ERS (Matter ID 003) –
N/A***

***HTA (Matter ID 004) –
N/A***

***Kobre & Kim Report (Matter ID 005) -
N/A***

EXHIBIT E-2

SUMMARY OF EXPENSE REIMBURSEMENTS REQUESTED BY CATEGORY

Category	Amount
Travel Expenses – Airfare	\$0.00
Travel Expenses – Lodging	\$0.00
Travel Expenses - Taxi / Ground Transportation	\$0.00
Travel Expenses – Parking	\$0.00
Meals (while working on Committee matters)	\$0.00
Court call	\$0.00
Long Distance Phone Calls	\$0.00
Process Service Fee	\$0.00
Messenger	\$0.00
Computer Search	\$0.00
Articles and Publications	\$0.00
Court Reporting Services	\$0.00
In-house Black and White Reproduction Charges	\$.20
Outside Photocopies	\$0.00
Outside Professional Services	\$0.00
Postage/Express Mail	\$39.75
Data Management/Web Hosting	\$19,304.43
Miscellaneous- Website Domain and Maintenance	\$0.00
TOTAL	\$19,344.38

EXHIBIT F

**BREAKDOWN OF COMPENSATION AND EXPENSE REIMBURSEMENT AND BY
WHETHER SERVICES WERE RENDERED IN PUERTO RICO OR OUTSIDE
PUERTO RICO**

October 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$51,328.00	\$41,062.40 (\$10,265.60)	\$36,956.16	\$6,507.00	\$43,463.16
Total for PREPA (all outside of Puerto Rico)	\$36,282.00	\$29,025.60 (\$7,256.40)	\$26,123.04	\$0.00	\$26,123.04
Total for ERS (all outside of Puerto Rico)	N/A	N/A	N/A	N/A	N/A
Total for HTA (all outside of Puerto Rico)	N/A	N/A	N/A	N/A	N/A
Grand Total	\$87,610.00	\$70,088.00	\$63,079.20	\$6,507.00	\$69,586.20

November 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$56,746.00	\$45,396.80 (11,349.20)	\$40,857.12	\$7,163.33	\$48,020.45
Total for PREPA (all outside of Puerto Rico)	\$93,755.00	\$75,004.00 (\$18,751.00)	\$67,503.60	\$0.00	\$67,503.60
Total for ERS (all outside of Puerto Rico)	N/A	N/A	N/A	N/A	N/A
Total for HTA (all outside of Puerto Rico)	N/A	N/A	N/A	N/A	N/A
Grand Total	\$150,501.00	\$120,400.80	\$108,360.72	\$7,163.33	\$115,524.05

December 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$14,824.50	\$11,859.60 (2,964.90)	\$10,673.64	\$5,674.05	\$16,347.69
Total for PREPA (all outside of Puerto Rico)	\$96,790.00	\$77,432.00 (\$19,358.00)	\$69,688.80	\$0.00	\$69,688.80
Total for ERS (all outside of Puerto Rico)	N/A	N/A	N/A	N/A	N/A
Total for HTA (all outside of Puerto Rico)	N/A	N/A	N/A	N/A	N/A
Grand Total	\$111,614.50	\$89,291.60	\$80,362.44	\$5,674.05	\$86,036.49

SCHEDULE

1

**LIST OF PROFESSIONALS BY
MATTER**

Official Comm. of Unsecured Creditors of Commonwealth of PR (Matter ID 001)

Name	Title or Position	Department, Group, or Section
Genovese, John H.	Partner	Bankruptcy
Arrastia, John	Partner	Litigation
Suarez, Jesus M.	Partner	Bankruptcy
Castaldi, Angelo M.	Associate	Litigation
Delgado, Joyce A.	Associate	Litigation
Rosner, Jeremy S.	Associate	Litigation
Hopkins, Colleen	Paralegal	Bankruptcy
Sardina, Jessey	Paralegal	Bankruptcy
Garcia-Montes, Tricia	Paralegal	Litigation
Esser-Scavone, Carolyn	Paralegal	Bankruptcy

PREPA (Matter ID 002)

Name	Title or Position	Department, Group, or Section
Genovese, John H.	Partner	Bankruptcy
Arrastia, John	Partner	Litigation
Suarez, Jesus M.	Partner	Bankruptcy
Friedman, Michael	Partner	Bankruptcy
Castaldi, Angelo M.	Associate	Litigation
Garcia-Montes, Tricia	Paralegal	Bankruptcy

ERS (Matter ID 003)

– N/A

HTA (Matter ID 004)

– N/A

Kobra & Kim Report (Matter ID 005)

– N/A

SCHEDULE 2

MONTHLY STATEMENTS COVERED IN APPLICATION

(Attached Hereto)

DATE	PERIOD COVERED	TOTAL FEES	20% DISCOUNT	FEES REQUESTED (90%)	HOLDBACK (10%)	EXPENSES REQUESTED
January 7, 2022	October 1, 2021 – October 31, 2021	\$87,610.00	\$70,088.00	\$63,079.20	\$7,008.80	\$6,507.00
January 7, 2022	November 1, 2021 – November 30, 2021	\$150,501.00	\$120,400.80	\$108,360.72	\$12,040.08	\$7,163.33
March 8, 2022	December 1, December 31, 2021	\$111,614.50	\$89,291.60	\$80,362.44	\$8,929.16	\$5674.05



January 7, 2022

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. October 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's October 2021 Fee Statement (the "October Fee Statement") for certain services rendered and expenses incurred during the period ending October 31, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the October Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the October Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$10,265.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	103082	\$51,328.00	\$41,062.40	\$36,956.16	\$6,507.00	\$43,463.16

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$7,256.40)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	103218	\$36,282.00	\$29,025.60	\$26,123.04	\$0.00	\$26,123.04

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$87,610.00 plus costs of \$6,507.00 for a total of \$94,117.00. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in October is equal to \$17,522.00. The costs are \$6,507.00. Accordingly, GJB seeks payment of \$63,079.20 in fees (90% of the total discounted fees) and \$6,507.00 in costs (100% of the costs) as detailed in the October Fee Statement for a total of \$69,586.20.

Any objections you may have to the October Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the October Fee Statement, which **January 17, 2022** (“Objection Deadline”). If no party serves an

objection to the October Fee Statement on GJB and the other Notice Parties attached hereto as ***Exhibit "C"*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$69,586.20 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the October Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian

Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s October fee statement for certain services rendered and expenses incurred during the period ending October 31, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International
Union
Dated: January 7, 2022

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., (“GJB” or “Service Provider”) with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 (“Miami” or “Main Office”); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 (“Ft. Lauderdale”) and 100 N. Tampa Street, Suite 2600, Tampa, Florida (“Tampa”). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.
2. The facts set forth in this declaration are based upon my personal knowledge and the firm’s financial records that were reviewed by me or other GJB employees acting under my supervision and direction
3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of October 2021;
4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.
5. GJB’s taxable year ends on December 31 (the “Tax Year”).
6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.
7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on October 1, 2021 through October 31, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the “Code”):

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$10,265.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	103082	\$51,328.00	\$41,062.40	\$36,956.16	\$6,507.00	\$43,463.16

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$7,256.40)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	103218	\$36,282.00	\$29,025.60	\$26,123.04	\$0.00	\$26,123.04

8. The invoices submitted in connection with the October Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$87,610.00 plus costs of \$6,507.00 for a total of \$94,117.00.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$70,088.00 (20% discount). The costs are \$6,507.00. Accordingly, GJB seeks payment of \$63,079.20 in fees (90% of the total discounted fees) and \$6,507.00 in costs (100% of the costs) as detailed in the October Fee Statement for a total of \$69,586.20.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 7th day of January, 2022, in Miami, Florida.


 KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901
Attn: Juan J . Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de León
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

Office of the United States Trustee for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury



January 7, 2022

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. November 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's November 2021 Fee Statement (the "November Fee Statement") for certain services rendered and expenses incurred during the period ending November 30, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the November Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the November Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$11,349.20)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	103309	\$56,746.00	\$45,396.80	\$40,857.12	\$7,163.33	\$48,020.45

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$18,751.00)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	103310	\$93,755.00	75,004.00	\$67,503.60	\$0.00	\$67,503.60

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$150,501.00 plus costs of \$7,163.33 for a total of \$157,664.33. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in November is equal to \$30,100.20. The costs are \$7,163.33. Accordingly, GJB seeks payment of \$108,360.72 in fees (90% of the total discounted fees) and \$7,163.33 in costs (100% of the costs) as detailed in the November Fee Statement for a total of \$115,524.05.

Any objections you may have to the November Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the November Fee Statement, which **January 17, 2022** (“Objection Deadline”). If no party

serves an objection to the November Fee Statement on GJB and the other Notice Parties attached hereto as ***Exhibit "C"*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$115,524.05 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the November Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian

Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s November fee statement for certain services rendered and expenses incurred during the period ending November 30, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International Union
Dated: January 7, 2022

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., ("GJB" or "Service Provider") with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 ("Miami" or "Main Office"); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 ("Ft. Lauderdale") and 100 N. Tampa Street, Suite 2600, Tampa, Florida ("Tampa"). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.
2. The facts set forth in this declaration are based upon my personal knowledge and the firm's financial records that were reviewed by me or other GJB employees acting under my supervision and direction
3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of November 2021;
4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.
5. GJB's taxable year ends on December 31 (the "Tax Year").
6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.
7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on November 1, 2021 through November 30, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the "Code");

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$11,349.20)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	103309	\$56,746.00	\$45,396.80	\$40,857.12	\$7,163.33	\$48,020.45

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

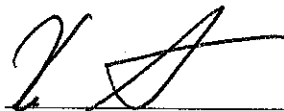
i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$18,751.00)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	103310	\$93,755.00	75,004.00	\$67,503.60	\$0.00	\$67,503.60

8. The invoices submitted in connection with the November Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$150,501.00 plus costs of \$7,163.33 for a total of \$157,664.33.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$120,400.80 (20% discount). The costs are \$7,163.33. Accordingly, GJB seeks payment of \$108,360.72 in fees (90% of the total discounted fees) and \$7,163.33 in costs (100% of the costs) as detailed in the November Fee Statement for a total of \$115,524.05.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 7th day of January, 2022, in Miami, Florida.



KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901
Attn: Juan J . Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de León
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

Office of the United States Trustee for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequiera, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury



March 8, 2022

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. December 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's December 2021 Fee Statement (the "December Fee Statement") for certain services rendered and expenses incurred during the period ending December 31, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the December Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the December Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$2,964.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	103605	\$14,824.50	\$11,859.60	\$10,673.64	\$5,674.05	\$16,347.69

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$19,358.00)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	103606	\$96,790.00	\$77,432.00	\$69,688.80	\$0.00	\$69,688.80

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$111,614.50 plus costs of \$5,674.05 for a total of \$117,288.55. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in December is equal to \$22,322.90. The costs are \$5,674.05. Accordingly, GJB seeks payment of \$80,362.44 in fees (90% of the total discounted fees) and \$5,674.05 in costs (100% of the costs) as detailed in the December Fee Statement for a total of \$86,036.49.

Any objections you may have to the December Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the December Fee Statement, which is **March 18, 2022** (“Objection Deadline”). If no party serves an objection to the December Fee Statement on GJB and the other Notice Parties attached

hereto as ***Exhibit “C”*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$86,036.49 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the December Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian

Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s December fee statement for certain services rendered and expenses incurred during the period ending December 31, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International Union
Dated: January 24, 2022

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., (“GJB” or “Service Provider”) with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 (“Miami” or “Main Office”); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 (“Ft. Lauderdale”) and 100 N. Tampa Street, Suite 2600, Tampa, Florida (“Tampa”). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.

2. The facts set forth in this declaration are based upon my personal knowledge and the firm’s financial records that were reviewed by me or other GJB employees acting under my supervision and direction

3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of December 2021;

4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.

5. GJB’s taxable year ends on December 31 (the “Tax Year”).

6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.

7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on December 1, 2021 through December 31, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the “Code”):

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$2,964.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	103605	\$14,824.50	\$11,859.60	\$10,673.64	\$5,674.05	\$16,347.69

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$19,358.00)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	103606	\$96,790.00	\$77,432.00	\$69,688.80	\$0.00	\$69,688.80

8. The invoices submitted in connection with the December Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$111,614.50 plus costs of \$5,674.05 for a total of \$117,288.55.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$22,322.90 (20% discount). The costs are \$5,674.05. Accordingly, GJB seeks payment of \$80,362.44 in fees (90% of the total discounted fees) and \$5,674.05 in costs (100% of the costs) as detailed in the December Fee Statement for a total of \$86,036.49.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 24th day of February, 2022, in Miami, Florida.



 KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901
Attn: Juan J. Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de León
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

Office of the United States Trustee for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

November 30, 2021
Please Refer to
Invoice Number: 103082

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Oct 31, 2021	51,328.00
Costs incurred and advanced	<u>6,507.00</u>
Current Fees and Costs Due	57,835.00

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

November 30, 2021

Please Refer to

Invoice Number: 103082

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Oct 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B113 / Pleadings Review					
10/01/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 1, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
10/04/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 2 through October 4, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.60	315.00	504.00
10/05/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 5, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
10/06/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.8); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 6, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (.9).	1.70	315.00	535.50
10/07/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 7, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00

PROMESA - Official Committee of Unsecured Creditors
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10/08/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 8, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.90	315.00	283.50
10/11/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 9 through 11, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
10/13/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 13, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
10/14/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 14, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
10/15/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 15, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
10/18/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 16 through October 18, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
10/20/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 19 and October 20, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.40	315.00	756.00
10/21/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 21, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.4); communications with J. Arrastia and C. Hopkins regarding potential awarded fees (.2)	1.60	315.00	504.00

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10/22/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 22, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.60	315.00	819.00
10/25/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 23 through October 25, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
10/26/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 26, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.3); correspondence with J. Sardina and J. Arrastia regarding potential motion to inform (.4)	1.70	315.00	535.50
10/27/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 27, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.60	315.00	504.00
10/28/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 28, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.7); communications with J. Arrastia regarding agenda for November 1 pre-trial conference (.2).	1.90	315.00	598.50
10/29/21	JAD	Initial review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for October 29, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.70	315.00	220.50
Subtotal: B113 / Pleadings Review			30.10		\$9,481.50
B150 / Meetings of Creditors					
10/28/21	JXA	Communication with client.	0.10	575.00	57.50
Subtotal: B150 / Meetings of Creditors			0.10		\$57.50
B155 / Court Hearings					
10/25/21	JXA	Attend court ordered hearing on confirmation issues.	2.10	575.00	1,207.50

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Subtotal: B155 / Court Hearings			2.10		\$1,207.50
B160 / Fee/Employment Applications					
10/01/21	JXA	Prepare declaration and supporting materials to recover 1.5% tax on fees.	1.20	575.00	690.00
10/11/21	JXA	Prepare August bills.	0.40	575.00	230.00
10/18/21	JXA	Confer with V. Blay Soler regarding 1.5% tax refund.	0.10	575.00	57.50
10/21/21	JXA	Review Order on Fees [DE 18625] (.1); review Order on Fees [DE 2644] (.1)	0.20	575.00	115.00
10/21/21	CBH	Review of amended fee order regarding awards; send copy to J. Arrastia for review (.4); receipt and review of June and July invoices (.3).	0.70	195.00	136.50
10/22/21	JXA	Prepare submission to Hacienda calculating holdback.	0.20	575.00	115.00
10/22/21	CAS	Circulate GJB November 2021 Budget.	0.20	150.00	30.00
10/22/21	CAS	E-mail correspondence with V. Soler and K. Forrest re; breakdown of holdback amounts per matter.	0.30	150.00	45.00
10/22/21	CBH	Review of invoices for June and July (.3); e-mail to J. Arrastia regarding August and September invoices (.2); begin preparation of seventh interim fee application and notice of filing (.6).	1.10	195.00	214.50
10/26/21	JXA	Attention to payment of 1.5% surcharge.	0.10	575.00	57.50
10/26/21	CAS	Preparation of June Monthly Fee Statement.	0.60	150.00	90.00
10/26/21	CAS	Preparation of July Monthly Fee Statement.	0.60	150.00	90.00
10/26/21	CAS	Preparation of August Monthly Fee Statement.	0.60	150.00	90.00
10/26/21	CAS	Service of the June Monthly Fee Statement on the fee examiner, oversight board and U.S. Trustee for the District of Puerto Rico.	0.40	150.00	60.00
10/26/21	CAS	Service of the July Monthly Fee Statement on the fee examiner, oversight board and U.S. Trustee for the District of Puerto Rico.	0.40	150.00	60.00
10/26/21	CAS	Service of the August Monthly Fee Statement on the fee examiner, oversight board and U.S. Trustee for the District of Puerto Rico.	0.40	150.00	60.00
10/26/21	CAS	Calendar deadline for objections to June, July and August Monthly Fee Statement.	0.20	150.00	30.00

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10/26/21	CBH	Receipt and review of fee statements and invoices for June-August; download and organization for preparation of fee application (.6); begin formatting fee application (.3).	0.90	195.00	175.50
10/28/21	JXA	Revise Fee Statements in conformity with Examiner guidelines.	0.30	575.00	172.50
10/28/21	CBH	Continue review of fee statements and invoices from June-August 2021 (.4); begin preparation of summary and fee exhibits (.4); being preparation of formatting and background of fee application (.4).	1.20	195.00	234.00
Subtotal: B160 / Fee/Employment Applications			10.10		\$2,753.00
B161 / Budgeting					
10/11/21	JXA	Prepare November budget.	0.40	575.00	230.00
Subtotal: B161 / Budgeting			0.40		\$230.00
B191 / General Litigation					
10/01/21	JMS	Review additional issues concerning plan discovery as it relates to Underwriter litigation and Goldman Sachs (.6); confer with Paul Hastings (.5); draft memo to litigation team (.4); confer and strategize with J. Arrastia regarding discovery on Underwriter Claims (.4)	1.90	500.00	950.00
10/01/21	JMS	Review issues relating to proposed Plan of Adjustment.	4.30	500.00	2,150.00
10/01/21	JXA	Confer and strategize with Jesus Suarez regarding discovery relating to Underwriter Claims.	0.40	575.00	230.00
10/04/21	JXA	Continued attention to Underwriter Claims regarding confirmation discovery	0.40	575.00	230.00
10/04/21	TGM	Receive and document new e-discovery; forward to Trustpoint for upload.	0.40	120.00	48.00
10/04/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/05/21	JMS	Attention to U/W issues in Plan of Adjustment.	3.70	500.00	1,850.00
10/05/21	JXA	Review Status Report of AFAAF (.2); review Status Report of FOMB (.2); review recommendations regarding Avoidance Actions (.2)	0.60	575.00	345.00
10/05/21	JXA	Review and identify strategic issues relating to Underwriters and proposed Plan of Adjustment.	1.80	575.00	1,035.00
10/05/21	AMC	Reviewed and analyzed the Status Report of the Government Parties Regarding the COVID-19 Pandemic and the 9019 Motion and the UCC's response thereto	0.40	375.00	150.00

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10/05/21	AMC	Review and analysis of Amended Order Establishing Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith for the Seventh Amended Plan and Disclosure Statement (DE18394), and the Status Report of the Financial Oversight and Management Board in Connection with October 6-7, 2021 Omnibus Hearing (DE 18401)	0.60	375.00	225.00
10/05/21	TGM	Receive and document new e-discovery; forward to Trustpoint for upload.	0.40	120.00	48.00
10/05/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.20	75.00	15.00
10/06/21	JHG	Review and analysis of filings to identify strategic litigation issues, review Doc 2627 as it relates to 9019.	0.60	765.00	459.00
10/06/21	JHG	Review amended order Doc 18394, agreed order regarding discovery.	0.40	765.00	306.00
10/06/21	JHG	Review document 18401, status report.	0.30	765.00	229.50
10/06/21	JHG	Review and analysis of joint motion for relief from stay.	1.10	765.00	841.50
10/06/21	JXA	Strategize with J. Suarez regarding Underwriter discovery and Plan objections relating to Financial Services Complaint.	0.80	575.00	460.00
10/06/21	JMS	Strategize with J. Arrastia regarding Underwriter related issues.	0.80	500.00	400.00
10/06/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/07/21	JXA	Confer with N. Bassett regarding discovery relating to Underwriter Defendants.	0.20	575.00	115.00
10/07/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.40	75.00	30.00
10/08/21	JHG	Review Doc 87 in 19-00388 and analyze strategic issues regarding stay relief.	1.10	765.00	841.50
10/08/21	JNS	Meetings with Jesus M. Suarez and Johana Zamora regarding the case tasks.	0.80	75.00	60.00
10/08/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/09/21	JXA	Confer with N. Bassett regarding Avoidance Action	0.10	575.00	57.50
10/11/21	JXA	Reveiw initial draft of Avoidance Action Trust Agreement.	1.80	575.00	1,035.00
10/11/21	JXA	Confer with N. Bassett regarding Avoidance Action issues.	0.10	575.00	57.50
10/11/21	TGM	Prepare communication to Trustpoint re: new e-discovery received with instruction for upload.	0.10	120.00	12.00

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10/11/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file. Meeting with Jzamora regarding assisting the attorneys on preparing for upcoming deadlines.	0.60	75.00	45.00
10/12/21	JXA	Confer with N. Bassett regarding confirmation issues affecting avoidance targets and underwriter litigation.	0.20	575.00	115.00
10/12/21	JMS	Continued analysis of plan issues as they relate to Underwriters.	3.60	500.00	1,800.00
10/12/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.40	75.00	30.00
10/13/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file. Discuss deadlines with JZamora.	0.70	75.00	52.50
10/14/21	TGM	Download, catalog, and organize extensive e-discovery received from BNP Paribas.	3.70	120.00	444.00
10/14/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.40	75.00	30.00
10/15/21	JMS	Review plan confirmation issues in light of potential objections of underwriter defendants and research issues related to same.	3.20	500.00	1,600.00
10/15/21	TGM	Upload new e-discovery to share-file for processing in Relativity; prepare communications to Trustpoint re: instruction.	0.40	120.00	48.00
10/15/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/18/21	JXA	Review draft Reservation of Rights (.1); review Oversight Agreement draft (.4); review Order procedures (.1).	0.60	575.00	345.00
10/18/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file. Review calendar for upcoming deadlines.	0.30	75.00	22.50
10/19/21	JXA	Review Proposed Confirmation Order with emphasis on Underwriter claims (.6); review case file and analyze potential ramifications of Proposed Order (1.3); confer and strategize with J. Suarez (.6)	2.50	575.00	1,437.50
10/19/21	JMS	Confer and strategize with J. Arrastia.	0.60	500.00	300.00
10/19/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.40	75.00	30.00
10/20/21	JHG	Review and analysis of Doc 18587, joint underwriter objection.	1.30	765.00	994.50
10/20/21	JMS	Review objection of underwriter defendants to plan (2.3); review cited case law (1.7); review proposed confirmation order (1.2); confer with J. Arrastia regarding CITI (.4)	5.60	500.00	2,800.00

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10/20/21	MAF	Review correspondence from J Arrastia regarding strategy in responding to UW defendant's objection to Joint Plan and Confirmation Order, and review UW defendants' objection.	0.70	550.00	385.00
10/20/21	JXA	Review revised Avoidance Action Trustee Agreement (1.8); review Avoidance Status Report and Recommendations (.3); confer with N. Bassett regarding CITI settlement (.3); confer and strategize with J. Suarez on CITI settlement (.4); review and analyze Underwriter Objection (.6); strategize regarding Objection (.5)	3.90	575.00	2,242.50
10/20/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.40	75.00	30.00
10/21/21	JMS	Continued attention to underwriter defendants objection to plan (1.8) and discussion and analysis concerning potential response (2.4)	4.20	500.00	2,100.00
10/21/21	JMS	Review pending claims SCC proposes to dismiss and provide feedback to J. Arrastia.	1.70	500.00	850.00
10/21/21	TGM	Download new e-discovery received; Upload to share-file site for forwarding to Trustpoint; prepare communication to Trustpoint re: instruction for processing in Relativity.	0.40	120.00	48.00
10/21/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file. Review calendar for upcoming deadlines and events. Send emails to case team regarding upcoming deadlines.	0.40	75.00	30.00
10/22/21	JXA	Review Order regarding urgent status conference (.1); review FOMB Informative Motion (.1).	0.20	575.00	115.00
10/22/21	TGM	Download additional e-discovery received; Upload to share-file site for forwarding to Trustpoint; prepare communication to Trustpoint re: instruction for processing in Relativity.	0.40	120.00	48.00
10/22/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/24/21	JXA	Review Senate President's Informative Motion.	0.30	575.00	172.50
10/25/21	JXA	Review Informative Motion of Speaker (.1); review Motion of Senate President (.2)	0.30	575.00	172.50
10/25/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/26/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.60	75.00	45.00
10/27/21	JXA	Prepare Informative Motion (.1); strategize with J. Suarez regarding confirmation (.3); review DE 18872 Reply to Underwriter Objection (.2) strategize regarding Reply (.2); review Proposed Finding of Fact and Conclusions of Law (.8); attention to Tolling Agreements (.1); review pending recommendations as to certain claims and confer with J. Suarez (.6)	2.30	575.00	1,322.50

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10/27/21	JMS	Prepare informative motion concerning participation at confirmation hearing (1.2); confer and strategize with J. Arrastia (.6)	1.80	500.00	900.00
10/27/21	JMS	Attention to expiring tolling agreements	0.60	500.00	300.00
10/27/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.40	75.00	30.00
10/27/21	JNS	Assist Jesus M Suarez in Finalizing the Informative Motion to participate in the Pre-trial conference and Trial. E-file Informative Motion. Download, save in case file and circulate to the team the filed-stamped copy	0.80	75.00	60.00
10/27/21	JNS	Review calendar and Tolling agreement racking chart, circulate reminder of up coming expiring tolling agreements. Attention to email to from Jesus Suarez to Matthew Sawyer regarding expiring tolling agreement.	0.20	75.00	15.00
10/28/21	JXA	Review Memorandum in Support of Plan Confirmation (1.2); review FOMB Response to Plan Objections (.6); strategize with J. Suarez regarding hearings and objections (.6)	2.40	575.00	1,380.00
10/28/21	JMS	Continued research and analysis of underwriter objection (1.6), attention to setoff issues and non-party apportionment of liability under PR law (3.2); confer and strategize with J. Arrastia regarding objections (.6)	5.40	500.00	2,700.00
10/28/21	TGM	Download and catalog new e-discovery received; Prepare communication to Trustpoint re: upload instruction.	0.40	120.00	48.00
10/28/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.30	75.00	22.50
10/28/21	JNS	Received, review, print and circulate to attorneys to review and sign the Banco Popular Tenth Amendment to Tolling Agreement (deadline on avoidance claims). Scan, save in case file and circulate executed copy. Update calendar deadline and tolling agreement tracking chart.	0.40	75.00	30.00
10/29/21	JMS	Review issues concerning participation in confirmation pretrial conference and participation in same concerning objection of underwriter defendants.	1.80	500.00	900.00
10/29/21	JNS	Review of Daily litigation summary prepared by J. Degado, including calendaring and updating electronic case file.	0.60	75.00	45.00
10/29/21	JNS	Attention to email from Jesus M Suarez regarding participation in pre-trial conference set for November 1st , 2021. Register Mr. Suarez to participate as a speaker in the pre-trial conference.	0.30	75.00	22.50
Subtotal: B191 / General Litigation			81.20		\$36,423.50
B260 / Meetings of and Communications with Board					
10/06/21	JXA	Attend bi-weekly strategy meeting with Committee.	0.60	575.00	345.00

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10/20/21	JXA	Attend bi-weekly committee call regarding case strategy.	0.40	575.00	230.00
10/29/21	JMS	Prepare for and participate in call with T. Axelrod/SCC regarding Citi adversary proceeding and SCC request to settle same.	1.20	500.00	600.00
Subtotal: B260 / Meetings of and Communications with Board			2.20		\$1,175.00
Total			126.20		\$51,328.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JHG	John H Genovese	Sr. Partner	4.80	765.00	3,672.00
JMS	Jesus M Suarez	Partner	40.40	500.00	20,200.00
MAF	Michael A Friedman	Partner	0.70	550.00	385.00
JXA	John X Arrastia	Partner	25.00	575.00	14,375.00
JAD	Joyce A Delgado	Associate	30.10	315.00	9,481.50
AMC	Angelo M Castaldi	Associate	1.00	375.00	375.00
JNS	Jessey N Sardina	Paralegal	10.40	75.00	780.00
TGM	Tricia Garcia-Montes	Paralegal	6.20	120.00	744.00
CAS	Carolyn A Scavone	Paralegal	3.70	150.00	555.00
CBH	Colleen B Hopkins	Paralegal	3.90	195.00	760.50
Total			126.20		\$51,328.00

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Copies	0.20
10/31/2021	Data management and hosting (12272-001) Trustpoint.One 21-10459	6,506.80

Total Costs incurrent and advanced **\$6,507.00**

Current Fees and Costs **\$57,835.00**

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

December 30, 2021
Please Refer to
Invoice Number: 103309

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Nov 30, 2021	56,746.00
Costs incurred and advanced	<u>7,163.33</u>
Current Fees and Costs Due	63,909.33

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

December 30, 2021

Please Refer to

Invoice Number: 103309

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Nov 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B113 / Pleadings Review					
11/04/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 1 through November 4, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.80	315.00	882.00
11/05/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 5, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.10	315.00	346.50
11/09/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 6 through November 9, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
11/12/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 9 through November 12, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.70	315.00	535.50
11/17/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 13 through November 17, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.90	315.00	598.50

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11/23/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 19 through November 23, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.70	315.00	850.50
Subtotal: B113 / Pleadings Review			11.60		\$3,654.00
B160 / Fee/Employment Applications					
11/01/21	JXA	Review and finalize fee statements.	0.30	575.00	172.50
11/01/21	CBH	Receipt and review of September statements; e-mail correspondence with J. Arrastia regarding finalization for fee application.	0.40	195.00	78.00
11/01/21	CBH	Continue preparation of fee application exhibits (.3); continue preparation of fee application background (.3); review of statements (.2).	0.80	195.00	156.00
11/03/21	JXA	Attend to Apostille and submission to La Hacienda.	0.60	575.00	345.00
11/03/21	CBH	Continue preparation of seventh interim fee application (.3); continue preparation of fee exhibits (.3).	0.60	195.00	117.00
11/08/21	CBH	E-mail correspondence with L. Rice regarding reports and final invoices for preparation of fee application.	0.40	195.00	78.00
11/09/21	CBH	E-mail correspondence with L. Rice regarding reports for fee application (.3); receipt and review of reports; download (.3); preparation of summary of fee application for expenses (.4); preparation of expense exhibits in fee application (.3); preparation of proposed order (.4); begin formatting of declaration of J. Arrasita in support of fee application (.3).	2.00	195.00	390.00
11/10/21	CBH	Continue preparation of seventh interim fee application (.4); preparation of fee exhibits of professional time (.4); review of budgets and complete exhibit (.4); review of bill and payment report of fees currently owed (.4).	1.60	195.00	312.00
11/11/21	CBH	Receipt and review of September invoice letter; download (.3); updates to fee application exhibits (.3); preparation of breakdown of fees by matter number exhibit (.5); preparation of case background (.5); review of prior fee orders and update application (.4).	2.00	195.00	390.00
11/11/21	CAS	Preparation and service of June 2021 Monthly Fee Objection Statement.	0.40	150.00	60.00
11/11/21	CAS	Preparation and service of July 2021 Monthly Fee Objection Statement.	0.40	150.00	60.00
11/11/21	CAS	Preparation and service of August 2021 Monthly Fee Objection Statement.	0.40	150.00	60.00
11/11/21	CAS	Preparation and service of September 2021 Monthly Fee Statement.	0.80	150.00	120.00

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11/15/21	JXA	Prepare, revise, and finalize Interim Fee App.	1.60	575.00	920.00
11/15/21	CBH	Preparation of notice of filing seventh interim fee application (.4); edits and finalization of notice of fling (.3); review of objection deadline to fee application and add (.2); meeting with J. Arrastia regarding finalization and final edits (.4); edits to court video appearance dates (.2); final preparation and filing (.5).	2.00	195.00	390.00
11/16/21	JXA	Prepare bills in conformity with Fee Examiner (.6); confer with La Hacienda regarding 1.5% tax (.2)	0.80	575.00	460.00
11/23/21	JXA	Prepare December Budget and correspondence to client.	0.80	575.00	460.00
11/30/21	JXA	Confer with V. Blay regarding 1.5% tax.	0.30	575.00	172.50
Subtotal: B160 / Fee/Employment Applications			16.20		\$4,741.00
B191 / General Litigation					
11/01/21	JMS	Prepare for and attend pretrial conference and pre-confirmation hearing.	4.70	500.00	2,350.00
11/01/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50
11/02/21	JHG	Review issues regarding production of documents and confidentiality agreement and sensitive information.	0.90	765.00	688.50
11/02/21	JXA	Review Procedure Order.	0.20	575.00	115.00
11/02/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50
11/03/21	JXA	Review Plan issues regarding GUC Class claims.	1.20	575.00	690.00
11/04/21	JXA	Review 8th Plan of Adjustment regarding issues relating to Underwriter Claims.	0.70	575.00	402.50
11/04/21	JMS	Review issues concerning expiring tolling agreements (1.3); settlement recommendations (1.4) and Citibank claims treatment in plan (1.6)	4.30	500.00	2,150.00
11/04/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	75.00	30.00
11/05/21	JMS	Extensive review of changes to Liquidating Trust Agreement and research in support of same	3.30	500.00	1,650.00
11/05/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50

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11/08/21	JXA	Review modification to Plan (.6); review revised Eighth Order on Confirmation (.4); review modified Eighth Plan of Adjustment (.6); analyze issues relating to revised language of proposed Order relating to Avoidance Action Trust (1.9); prepare analysis of revised Confirmation Order and expert (1.3); confer and strategize with A. Castaldi and J. Suarez regarding revised Order (.8); confer with committee members (2x) (.7).	6.30	575.00	3,622.50
11/08/21	JMS	Review issues raised in confirmation hearings for consistency with UCC Settlement as it relates to underwriter action (2.3) extensive review of trust agreement modifications concerning indemnity issues and affirmative defenses (2.6)	4.90	500.00	2,450.00
11/08/21	AMC	Attend, telephonically, confirmation hearing and proceedings before the Honorable Judge Swain	3.90	375.00	1,462.50
11/08/21	AMC	Detailed and considered review, analysis, and internal strategizing concerning revised confirmation order, the original confirmation order, and salient portions of the latest-amended plan of adjustment of the Commonwealth	4.30	375.00	1,612.50
11/08/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50
11/09/21	JHG	Analysis of issues regarding plan provisions and no retention by parties in underwriter action of "claims and counterclaims."	1.10	765.00	841.50
11/09/21	JXA	Attend portions of a confirmation hearing.	2.10	575.00	1,207.50
11/09/21	JXA	Review memorandum regarding Avoidance Action (.4); strategize regarding same (6.); confer with N. Bassett regarding dismissals (.4)	1.40	575.00	805.00
11/09/21	JMS	Attention to confirmation hearing and review compliance of proposed changes with UCC Settlement, with respect to underwriter litigation.	2.40	500.00	1,200.00
11/09/21	AMC	Attend, telephonically, confirmation hearing and proceedings before the Honorable Judge Swain.	2.10	375.00	787.50
11/09/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	75.00	30.00
11/09/21	JNS	Emails with J. Delgado regarding deadlines in DE 104 Order. Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	75.00	30.00
11/10/21	JXA	Confer with N. Bassett regarding Avoidance actions (.2); confer with L. Despins regarding committee deposit accounts (.1); strategize regarding Underwriter Action language in Order (1.6)	1.90	575.00	1,092.50
11/10/21	JMS	Attention to confirmation hearing and review compliance of proposed changes with UCC Settlement, with respect to underwriter litigation.	2.40	500.00	1,200.00

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11/10/21	AMC	Attend, telephonically, morning session of confirmation proceedings before the Honorable Judge Swain.	4.30	375.00	1,612.50
11/10/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/11/21	AMC	In conjunction with anticipated revisions to confirmation order and ongoing confirmation proceedings, review and analyze prior filings of "underwriter defendants" to plan and confirmation order.	0.60	375.00	225.00
11/11/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50
11/12/21	JHG	Review ECF 19179 in Case 17-03283, amended order on confirmation briefing.	0.30	765.00	229.50
11/12/21	JXA	Confer and strategize with N. Bassett regarding Plan (.3); review UCC comments to Confirmation Order (.1)	0.40	575.00	230.00
11/12/21	JMS	Attention to confirmation hearing and review compliance of proposed changes with UCC Settlement, with respect to underwriter litigation.	2.40	500.00	1,200.00
11/12/21	AMC	Attend, telephonically, morning session of confirmation proceedings before the Honorable Judge Swain.	4.60	375.00	1,725.00
11/12/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.70	75.00	52.50
11/13/21	JXA	Review proposed Order on Plan of Adjustment (.8); review revised Plan of Adjustment (.9)	1.70	575.00	977.50
11/15/21	JXA	Analyze revised language of Confirmation Order and analyze impact and ramifications to Avoidance Action Trust (3.8); stratgize with A. Castaldi (1.3); confer with D. Mack (.4); confer with client (.6); confer with N. Bassett (.7)	6.80	575.00	3,910.00
11/15/21	JMS	Attention to tolling agreement from McConnel Valdes and research import of proposed amendments to tolling agreement.	2.70	500.00	1,350.00
11/15/21	AMC	Review, analyze, and consider amended provisions of the FOMB's revised confirmation order.	3.30	375.00	1,237.50
11/15/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	75.00	30.00
11/16/21	JXA	Research case file regarding tolled matters (.4); Strategize with J. Genovese (.3).	0.70	575.00	402.50
11/16/21	JXA	Additional review and analysis of tolling agreements.	0.40	575.00	230.00
11/16/21	JHG	Strategy conference with J. Arrastia.	0.30	765.00	229.50
11/16/21	JHG	Review of avoidance actions.	1.40	765.00	1,071.00

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11/16/21	JXA	Strategize regarding prosecution of AP 280 (.6); confer with N. Bassett and T. Axelrod regarding tolling (.3); confer with client regarding underwriter issues (.4)	1.30	575.00	747.50
11/16/21	JMS	Review issues raised in confirmation hearings for consistency with UCC Settlement as it relates to underwriter action (1.5); review settlement determinations concerning SCC litigation claims and provide input re same (1.3)	2.80	500.00	1,400.00
11/16/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/16/21	TGM	Download new data received from Defendant and forward to Trustpoint for upload.	0.20	120.00	24.00
11/17/21	JXA	Confer with N. Bassett regarding tolling agreement (.2); review draft correspondence regarding settlement offer to tolled party (.2)	0.40	575.00	230.00
11/17/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/18/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/18/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.10	75.00	7.50
11/19/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/19/21	TGM	Download new data received from Defendant; forward data to Trustpoint for uploading to Relativity.	0.10	120.00	12.00
11/22/21	JXA	Review revised Avoidance Action Trust Agreement.	0.40	575.00	230.00
11/22/21	JMS	Attention to confirmation hearing and review compliance of proposed changes with UCC Settlement, with respect to underwriter litigation.	1.80	500.00	900.00
11/22/21	JMS	Review issues raised in confirmation hearings for consistency with UCC Settlement as it relates to underwriter action.	1.80	500.00	900.00
11/22/21	JNS	Review of daily litigation summary, including calendaring, and updating electronic case file.	0.30	75.00	22.50
11/23/21	JXA	Review revised Confirmation Order (.4); review modified Plan of Adjustment (.4); confer with client regarding settlement (.1); confer with N. bassett regarding settlement proposal (.1); review correspondence regarding Tolling Agreements and settlement (.3)	1.30	575.00	747.50
11/23/21	JMS	Review issues raised in confirmation hearings for consistency with UCC Settlement as it relates to underwriter action.	2.70	500.00	1,350.00
11/23/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50

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11/24/21	JMS	Review issues raised in confirmation hearings for consistency with UCC Settlement as it relates to underwriter action.	1.40	500.00	700.00
11/24/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/24/21	JNS	Finalized Application to Appear Pro Hac Vice of Michael Friedmad. Contact local co-counsel (Casillas' office in PR) to coordinate filing of the Application. Circulate update emails with Michael Friedman and Brooke Traina.	0.80	75.00	60.00
11/29/21	JXA	Attend to Tolling Agreements.	0.10	575.00	57.50
11/29/21	JMS	Attention to confirmation hearing and review compliance of proposed changes with UCC Settlement, with respect to underwriter litigation.	2.00	500.00	1,000.00
11/29/21	AMC	Review and analyze Notice of Filing Proposed Findings of Fact and Conclusions of Law in Connection with Confirmation of the Modified Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [DE 19366] with particular reference to treatment of existing litigation claims, monoline parties, and underwriter defendants	1.40	375.00	525.00
11/29/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/29/21	JNS	Attention to email from Mr. Sawyer regarding Amended Tolling Agreement for Banco Popular. Print, review, have, scann, circulate and save executed copy. Update tracking spreadsheet and calendar with new expiration date.	0.30	75.00	22.50
11/30/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
11/30/21	JNS	Attention to email from Matthew Sawyer regarding Amended Tolling Agreement with Banco Popular. Print review and circulate proposed agreement, scan and circulate signed copy, update case filed, tracking charts and calendar with amended information.	0.40	75.00	30.00
Subtotal: B191 / General Litigation			103.30		\$48,351.00
Total			131.10		\$56,746.00

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Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JXA	John X Arrastia	Sr. Partner	31.70	575.00	18,227.50
JHG	John H Genovese	Sr. Partner	4.00	765.00	3,060.00
JMS	Jesus M Suarez	Partner	39.60	500.00	19,800.00
JAD	Joyce A Delgado	Associate	11.60	315.00	3,654.00
AMC	Angelo M Castaldi	Associate	24.50	375.00	9,187.50
JNS	Jessey N Sardina	Paralegal	7.60	75.00	570.00
TGM	Tricia Garcia-Montes	Paralegal	0.30	120.00	36.00
CAS	Carolyn A Scavone	Paralegal	2.00	150.00	300.00
CBH	Colleen B Hopkins	Paralegal	9.80	195.00	1,911.00
Total			131.10		\$56,746.00

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/2021	Data management and hosting (12272-001) Trustpoint.One 21-11252	7,163.33

Total Costs incurrent and advanced **\$7,163.33**

Current Fees and Costs **\$63,909.33**

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

February 2, 2022
Please Refer to
Invoice Number: 103605

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Dec 31, 2021	14,824.50
Costs incurred and advanced	<u>5,674.05</u>
Current Fees and Costs Due	20,498.55

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
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PROMESA - Official Committee of Unsecured Creditors

February 2, 2022

Please Refer to

Invoice Number: 103605

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Dec 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
12/01/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	75.00	15.00
12/02/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/03/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.30	75.00	22.50
12/06/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.30	75.00	22.50
12/07/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/08/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/09/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.30	75.00	22.50
12/10/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/10/21	JNS	E-file THE SPECIAL CLAIMS COMMITTEE AND THE UNSECURED CREDITORS' COMMITTEE'S REPLY TO THE MARRERO PLAINTIFFS' RESPONSE TO THE SPECIAL CLAIMS COMMITTEE'S LIMITED OBJECTION TO THEIR RULE 24(C) PLEADING AND THE UNSECURED CREDITORS COMMITTEE'S JOINDER (.3). E-file THE SPECIAL CLAIMS COMMITTEE AND THE UNSECURED CREDITORS' COMMITTEE'S REPLY TO THE DEFENDANTS' JOINT RESPONSE TO THE MARRERO PLAINTIFFS' RULE 24 (C) PLEADING (.3) Download, save in case fie, and circulate to in-house counsel the e-file stamped copies of both e-filed responses (.2)	0.80	75.00	60.00

PROMESA - Official Committee of Unsecured Creditors
12272-001
Invoice No. 103605

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12/13/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/14/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/15/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.30	75.00	22.50
12/15/21	JNS	Update case file, tracking chart and calendar events with the amendments to tolling agreements for Shell Trading	0.20	75.00	15.00
12/16/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.30	75.00	22.50
12/16/21	JNS	Update case file, tracking chart and calendar events with the amendments to tolling agreements for Banco Popular de Puerto Rico.	0.20	75.00	15.00
12/17/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/20/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
12/21/21	JNS	Review of daily litigation summary prepared by J. Delgado including calendaring and updating electronic case file.	0.20	75.00	15.00
Subtotal: B110 / Case Administration			4.70		\$352.50
B113 / Pleadings Review					
12/01/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.3); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for November 29 through December 1, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.6)	1.90	315.00	598.50
12/07/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for December 2 through December 7, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.70	315.00	535.50
12/22/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for December 17 through December 22, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.90	315.00	598.50

PROMESA - Official Committee of Unsecured Creditors
12272-001
Invoice No. 103605

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12/30/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for December 27 through December 30, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
Subtotal: B113 / Pleadings Review			7.70		\$2,425.50
B150 / Meetings of Creditors					
12/01/21	JXA	Committee call regarding Plan issues.	0.40	575.00	230.00
12/15/21	JXA	Attend conference with client.	0.30	575.00	172.50
Subtotal: B150 / Meetings of Creditors			0.70		\$402.50
B155 / Court Hearings					
12/15/21	AMC	Attend telephonic Omnibus Hearing.	0.60	375.00	225.00
Subtotal: B155 / Court Hearings			0.60		\$225.00
B161 / Budgeting					
12/15/21	JXA	Prepare January Budget.	0.60	575.00	345.00
12/16/21	CAS	Circulate the GJB January 2022 Budget.	0.20	150.00	30.00
12/21/21	JXA	Revise October and November Professional Fee Statements in conformity with Fee Examiner Guidelines.	0.80	575.00	460.00
12/30/21	JXA	Finalize October and November Fee Statements.	0.40	575.00	230.00
Subtotal: B161 / Budgeting			2.00		\$1,065.00
B191 / General Litigation					
12/01/21	JNS	Review and update case file with filed-stamped copy of the Application and Order for ProHac Vice Admission of Michael A. Friedman of Genovese Joblove & Battista, P.A. (.1). Prepare service list labels to serve, via first class mail, the Application and Order for ProHac Vice Admission of Michael A. Friedman of Genovese Joblove & Battista, P.A. (.4). Circulate the service list to local counsel, via email, to attach and file with a supplemental Certificate of Service (.1)	0.60	75.00	45.00
12/03/21	AMC	Review of numerous objections of parties in interest concerning Oversight Board's Proposed Findings of Fact and Conclusions of Law in Connection with Confirmation of Modified Eight Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico	0.40	375.00	150.00

PROMESA - Official Committee of Unsecured Creditors
12272-001
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12/09/21	TGM	Download and catalog new discovery received from BNP Paribas; forward to Trustpoint.One with instruction for upload to Relativity.	0.50	120.00	60.00
12/10/21	AMC	Review and analyze filings concerning upcoming omnibus hearing before the Honorable Judge Swain.	0.30	375.00	112.50
12/10/21	TGM	Download new e-discovery received from BNP Paribas and forward to Trustpoint.One with instructions for upload to Relativity.	0.60	120.00	72.00
12/13/21	TGM	Download and organize new data received; forward to Trustpoint with instructions for upload to Relativity .	0.40	120.00	48.00
12/14/21	JMS	Review Banco Popular tolling issues (.4); review status of amended plan with respect to avoidance action trust (.8)	1.20	500.00	600.00
12/14/21	AMC	Review and execute tolling agreement	0.20	375.00	75.00
12/14/21	TGM	Download and catalog new discovery received from BNP Paribas; forward to Trustpoint.One with instructions for upload.	0.30	120.00	36.00
12/15/21	JXA	Review court order and analyze [DE 19517].	0.70	575.00	402.50
12/15/21	AMC	Review and analyze matters to be heard by court at Omnibus Hearing, and agenda corresponding thereto.	0.20	375.00	75.00
12/15/21	AMC	Review and analyze AAFAF briefing concerning proposed confirmation order and proposed findings of fact.	0.70	375.00	262.50
12/15/21	AMC	Review and analyze status reports of the FOMB and the AAFAF.	0.40	375.00	150.00
12/15/21	TGM	Download new e-discovery received from BNP Paribas and forward to Trustpoint.One with instructions for upload.	0.40	120.00	48.00
12/16/21	AMC	Review, analyze, and prepare internal synopsis of Order Regarding Certain Aspects of Motion For Confirmation of Modified Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, ET Al.	1.90	375.00	712.50
12/20/21	JPB	Review documents production in anticipation of finalizing memorandum relating to pre-complaint documents produced.	2.20	375.00	825.00
12/21/21	JXA	Review Modified Eighth Amended Plan (.4); review Proposed Order (.3); review Response of FOMB [DE 19567] (.8); review Complaint against government regarding pre-emption (1.1); attention to materials available in Kobre Kim Report relating to draft Underwriter Complaint (.4)	3.00	575.00	1,725.00
12/21/21	AMC	Review, analyze, and prepare internal synopsis of Response of the Financial Oversight and Management Board in Accordance with Order Regarding Certain Aspects of Motion for Confirmation of Modified Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico.	1.60	375.00	600.00

PROMESA - Official Committee of Unsecured Creditors
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Invoice No. 103605

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12/21/21	AMC	Review, analyze, and prepare internal synopsis of newly-filed Adversary Complaint filed in Adversary case 21-00119	0.40	375.00	150.00
12/21/21	JPB	Review and prepare memorandum regarding findings and recommendations underlying Underwriter Complaint.	2.70	375.00	1,012.50
12/22/21	JPB	Review materials regarding Kobre Kim Report to prepare memorandum regarding documents to underly Underwriter Complaint.	1.80	375.00	675.00
12/27/21	JXA	Confer with Nick Bassett regarding draft complaints if tolling agreements not executed (.2); confer with client (.1)	0.30	575.00	172.50
12/28/21	JXA	Review draft complaints for non-tolled parties (.3); confer and strategize with A. Castaldi and M. Friedman (.3)	0.60	575.00	345.00
12/28/21	JMS	Attention to NorthPort Janitorial tolling agreement issue (.5) and filing of complaints on expedited basis (.4); call with M. Sawyer/B. Rudnick re same (.2)	1.10	500.00	550.00
12/28/21	AMC	Prepare and revise adversary complaint to avoid and recover fraudulent transfers (2.2), and conduct legal research relating thereto (.7); confer and strategize with J. Arrastia and M. Friedman (.3)	3.20	375.00	1,200.00
12/29/21	JMS	Attention to execution of pending tolling agreements.	0.50	500.00	250.00
Subtotal: B191 / General Litigation			26.20		\$10,354.00
Total			41.90		\$14,824.50

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JXA	John X Arrastia	Sr. Partner	7.10	575.00	4,082.50
JMS	Jesus M Suarez	Partner	2.80	500.00	1,400.00
MAF	Michael A Friedman	Partner	0.00	550.00	0.00
JAD	Joyce A Delgado	Associate	7.70	315.00	2,425.50
JPB	JP Bado	Associate	6.70	375.00	2,512.50
AMC	Angelo M Castaldi	Associate	9.90	375.00	3,712.50
JNS	Jessey N Sardina	Paralegal	5.30	75.00	397.50
TGM	Tricia Garcia-Montes	Paralegal	2.20	120.00	264.00
CAS	Carolyn A Scavone	Paralegal	0.20	150.00	30.00
Total			41.90		\$14,824.50

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Postage	39.75
12/31/2021	Data management and hosting (12272-001) Trustpoint.One 21-12544ED	5,634.30

Total Costs incurrent and advanced

\$5,674.05

PROMESA - Official Committee of Unsecured Creditors
12272-001
Invoice No. 103605

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Current Fees and Costs

\$20,498.55

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

December 20, 2021

Please Refer to

Invoice Number: 103218

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Oct 31, 2021

36,282.00

Costs incurred and advanced

Current Fees and Costs Due

36,282.00

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank

Bank Telephone: 305-447-1899

Account Name: Genovese Joblove & Battista, P.A. - Operating

Routing Number : 066004367

Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor

Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.

Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

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Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

December 20, 2021

Please Refer to

Invoice Number: 103218

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Oct 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B191 / General Litigation					
10/01/21	JXA	Prepare correspondence to defense counsel regarding revised draft	0.10	575.00	57.50
10/01/21	JXA	Confer with Defendants' counsel regarding revised draft of order	0.10	575.00	57.50
10/01/21	JXA	Continued review and analysis of Vitol and PREPA Cross Motions for Summary Judgment and Order in AP 453.	1.10	575.00	632.50
10/04/21	JXA	Finalize Joint Motion to Lift Stay for filing in AP 388.	0.30	575.00	172.50
10/05/21	JXA	Confer with L. Rappaport regarding Vitol	0.10	575.00	57.50
10/05/21	JXA	Attend to filing of Motion to Lift Stay	0.10	575.00	57.50
10/07/21	JXA	Continued review and analysis of Vitol Claims and potential responses regarding Rule 12 Response	1.60	575.00	920.00
10/07/21	JXA	Confer with J. Casillas regarding coordination of Fuel Oil Complaint.	0.30	575.00	172.50
10/07/21	AMC	Reviewed and analyzed proceedings and filings filed by PREPA and Vitol in extensive litigation pending before the Commonwealth and bankruptcy court.	1.60	375.00	600.00
10/08/21	JXA	Review Court Order.	0.10	575.00	57.50
10/08/21	JXA	Confer with L. Rappaport.	0.10	575.00	57.50
10/08/21	JXA	Strategize and confer with SCC counsel regarding tolled parties.	0.30	575.00	172.50

PROMESA - Official Committee of Unsecured Creditors
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Invoice No. 103218

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10/12/21	JXA	Confer with SCC counsel regarding tolled parties in AP 388.	0.20	575.00	115.00
10/12/21	AMC	Prepare internal memorandum concerning the Court's extensive summary judgment Order on Vitol and PREPA's cross motions for summary judgment.	2.80	375.00	1,050.00
10/13/21	JXA	Review case file in AP 453 concerning issues relating to AP 388.	1.70	575.00	977.50
10/13/21	JHG	Analyze issue regarding sovereign immunity and ability to assert in pari delicto and imputation against PREPA vs. governmental entity.	4.60	765.00	3,519.00
10/13/21	JMS	Review fuel oil intervention issues (1.3); discover and disclosures status (.5) and expirations to tolling agreements (.8)	2.60	500.00	1,300.00
10/13/21	AMC	Conduct legal research concerning concept of dolo under Puerto Rican law.	1.60	375.00	600.00
10/14/21	JXA	Continued review and analysis of AP 453 for Application of Issues to AP 388.	2.10	575.00	1,207.50
10/14/21	JHG	Continued analysis and research of striking affirmative defenses in government litigation.	2.30	765.00	1,759.50
10/14/21	JHG	Review prior plan to privatize PREPA as it relates to affirmative defenses.	0.60	765.00	459.00
10/14/21	AMC	Conduct legal research concerning applicability of unclean hands doctrine to breach of contract claims.	1.40	375.00	525.00
10/15/21	JXA	Review Rule 24 Motion and strategize (1.6); confer with L. Rappaport (.5)	2.10	575.00	1,207.50
10/15/21	JHG	Continued review of complaint and damage model.	1.80	765.00	1,377.00
10/15/21	MAF	Review and analysis of Marrero plaintiffs' Rule 24(c) submission.	0.80	550.00	440.00
10/18/21	JXA	Confer with co-plaintiff counsel on litigation (.2); confer with co-counsel regarding Marrero Plaintiff Rule 24 Motion (.1); confer with opposing counsel regarding extension (.1).	0.40	575.00	230.00
10/18/21	MAF	Review Rule 24 and related case law & secondary authority to evaluate Marrero plaintiff's submission.	0.60	550.00	330.00
10/19/21	JXA	Review correspondence to opposing counsel regarding Response (.2); confer with co-plaintiff counsel (.2)	0.40	575.00	230.00
10/19/21	MAF	Review and consider emails regarding request for extension of time (0.1); listen to voicemail from L Rappaport regarding Vitol issues (0.1); respond to correspondence from Arrastia regarding same (0.1);	0.30	550.00	165.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 103218

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10/20/21	MAF	Conference with J Arrastia regarding status of matter , strategy regarding response to Rule 24(c) papers, strategy regarding preparation of responses to anticipated motions to dismiss (including discussion of anticipated issues and research), and next steps.	0.70	550.00	385.00
10/21/21	JXA	Confer with L. Rappaport regarding Vitol claims (.1); review proposed Motion to Extend (.1); confer with co-plaintiff counsel regarding Vitol (.1); review edits to proposed Order (.1); confer and strategize with M. Friedman (.7)	1.10	575.00	632.50
10/21/21	JXA	Confer with defendants regarding Vitol Joint Status Report (.1); confer with L. Rappaport (.1); confer with co-plaintiff counsel, D. D'Aquila (.1); confer with opposing counsel regarding Status Report (.1); review edits to proposed motion (.1); confer with co-plaintiff counsel on Revised Proposed Order (.1)	0.60	575.00	345.00
10/21/21	JXA	Reveiw email correspondence from L. Rappaport regarding Vitol (.1); Email to L. Rappaport (.1); Confer with D. D'Aquila regarding Vitol (.1) : Confer with D. D'Aquila regarding proposed motion (.1); Review draft motion (.1); Reveiw email from Vitol counsel regarding extensiojn for status report (.1); Confer with D. D'Aquila (.1); Confer with L. Rappaport regarding Joint Status Report (.1);	0.80	575.00	460.00
10/21/21	JXA	Confer with L. Rappaport regarding Underwriter Objection.	0.10	575.00	57.50
10/21/21	MAF	Fuel Oil: Review Order on Motion to Intervene and Staying Case in avoidance action and evaluate implication of the same with respect to formulating response to Marrero Plaintiff's Rule 24(c) pleading (1.1).	1.10	550.00	605.00
10/25/21	MAF	Review order on motion to dismiss in AP-115 and consider implications regarding Rule 24 submission (1.7); reread order on motion to intervene and compare against rulings in AP 115 as they relate to Rule 24 submission, begin to organize points for response (0.6).	2.30	550.00	1,265.00
10/27/21	JXA	Confer with SCC (.2); research case file (.2); email to defense group regarding proposed Order (.1); review proposed Status Report (.2); confer with SCC (.1); review revisions (.1); confer with L. Rappaport (.1); confer with D. D'Aquila regarding communication with defendants (.1)	1.10	575.00	632.50
10/28/21	MAF	Review emails with Vitol counsel re extension of deadlines and review emails with counsel for Inspectorate re: conference on anticipated motion for leave to file under seal; review emails with SCC counsel regarding same and proposed course of action (0.3); review further emails regarding exhibits and request for confidentiality agreement, consider the same, and confer with J Arrastia regarding foregoing (0.2).	0.50	550.00	275.00
10/29/21	JXA	Confer with opposing counsel.	0.20	575.00	115.00
10/29/21	JMS	Review motion to dismiss briefing (2.6); and present initial comments to team (1.7)	4.30	500.00	2,150.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 103218

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10/29/21	MAF	Review PREPA motions to dismiss by Vitol, prepare outline of issues raised by each defendant, and outline of tasks and research issues to be assigned, email J Sardina to request certain documents for review (1.4); begin review of omnibus motion to dismiss, and begin to analyze and outline of issues raised by each defendant (2.1);	3.50	550.00	1,925.00
10/29/21	AMC	Review and substantial analysis of omnibus motion to dismiss (DE98) amended complaint in 19-388 and prepare internal memo analysis of the same.	2.30	375.00	862.50
10/29/21	AMC	Extensive legal analysis and related research concerning fraudulent transfer law under s. 544 and Puerto Rico law, and prepare synopsis of said analysis in internal memorandum.	3.90	375.00	1,462.50
10/29/21	AMC	Review of Final Investigative Report of the FOMB's independent investigator concerning LPRA fraud transfer analysis.	0.60	375.00	225.00
10/29/21	AMC	Review and analyze Marrero Plaintiffs' Rule 24(c) "pleading" and prior Orders of Court concerning the same (DE 85 & 87).	0.80	375.00	300.00
10/29/21	JNS	Review docket for adversary case INSPECTORATE AMERICA CORPORATION (19-00388). Review, download, save and circulate to firm's team all the pleadings filed today in response to the Complaint.	0.70	75.00	52.50
10/30/21	JXA	Initial review of Vitol Motion for Judgment on the Pleadings (1.4); Initial review of Mendez's Motion to Dismiss (.2); Review Inspectorate Motion to Dismiss and Motion to Seal (.7); Initial review Omnibus Motion to Dismiss (1.2); Review Notice of Omnibus Motion to Dismiss (.1)	3.60	575.00	2,070.00
10/30/21	JXA	Strategize with A. Castaldi regarding Marrero Plaintiffs Rule 24 filing (.8); legal research and analysis (1.2); review case file (.6)	2.60	575.00	1,495.00
10/30/21	JXA	Email correspondence with D. D'Aquila regarding confidentiality agreement (.2); review order Allowing Motion to Seal (.1); confer with D. D'Aquila (.1); prepare proposed email to defendants (.2)	0.60	575.00	345.00
10/30/21	JXA	Confer and strategize with A. Castaldi regarding Marrero Rule 24 and response (.6); email with D. D'Aquila regarding confidentiality order (.1)	0.70	575.00	402.50
10/30/21	AMC	Conduct legal research under Rule 24 of the Federal Rules of Civil Procedure, analyze cases analyzing "pleading" requirements under Rule 24(c), and prepare internal write-up concerning Marrero Plaintiffs' Rule 24(c) filing	3.80	375.00	1,425.00
10/31/21	JXA	Strategize regarding Marrero Plaintiffs' Rule 24 filing	0.40	575.00	230.00
Subtotal: B191 / General Litigation			68.40		\$36,224.50
B260 / Meetings of and Communications with Board					
10/08/21	JXA	Communicate with Committee regarding case status.	0.10	575.00	57.50

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 103218

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Subtotal: B260 / Meetings of and Communications with Board	0.10	\$57.50
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Total	68.50	\$36,282.00
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Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JXA	John X Arrastia	Sr. Partner	23.00	575.00	13,225.00
JHG	John H Genovese	Sr. Partner	9.30	765.00	7,114.50
JMS	Jesus M Suarez	Partner	6.90	500.00	3,450.00
MAF	Michael A Friedman	Partner	9.80	550.00	5,390.00
AMC	Angelo M Castaldi	Associate	18.80	375.00	7,050.00
JNS	Jessey N Sardina	Paralegal	0.70	75.00	52.50
Total			68.50		\$36,282.00

Current Fees and Costs	\$36,282.00
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Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

December 30, 2021
Please Refer to
Invoice Number: 103310

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Nov 30, 2021

93,755.00

Costs incurred and advanced

Current Fees and Costs Due

93,755.00

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank

Bank Telephone: 305-447-1899

Account Name: Genovese Joblove & Battista, P.A. - Operating

Routing Number : 066004367

Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor

Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.

Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

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PROMESA - Official Committee of Unsecured Creditors

December 30, 2021

Please Refer to

Invoice Number: 103310

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Nov 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B191 / General Litigation					
11/03/21	JXA	Prepare correspondence to opposing counsel (.2); review correspondence from opposing counsel (.1); review judgment in AP 453 (.1); confer with D. D'Aquila (.1); strategize with A. Castaldi regarding impact of judgment in AP 453 (.6); prepare email to inspectorate counsel regarding sealed exhibits (.1); review limited objection to Marrero Plaintiffs Rule 24 filing (.3); analyze and prepare email correspondence to opposing counsel (.2)	1.60	575.00	920.00
11/03/21	JXA	Continued analysis and attention to Marrero Plaintiffs Intervention.	2.60	575.00	1,495.00
11/03/21	MAF	Begin to review Inspectorate separate motion to dismiss, and to analyze and prepare outline of issues to be addressed.	0.90	550.00	495.00
11/03/21	JMS	Continued review of Fuel Oil 12B motion practice and preliminary research.	2.60	500.00	1,300.00
11/03/21	AMC	Review and analyze Rule 12(c) motion filed by Vitol parties and cases cited therein, and prepare synopsis / outline concerning arguments made thereby	2.30	375.00	862.50
11/03/21	AMC	Review and analyze Rule 12(b)(6) "omnibus" motion filed by various adversary defendants and cases cited therein, and prepare synopsis / outline concerning arguments made thereby	2.60	375.00	975.00
11/03/21	AMC	Review of numerous confirmation-related filings by Commonwealth, DRA, and Hein parties	0.80	375.00	300.00
11/03/21	AMC	Review and analyze Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico	1.10	375.00	412.50
11/03/21	JNS	Emails with Micheal Friedman regarding omnibus motion [CP 98] and a memorandum of law in support of that motion [CP 96].	0.30	75.00	22.50

PROMESA - Official Committee of Unsecured Creditors
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11/04/21	JXA	Review email from opposing counsel regarding sealing (.1); review correspondence regarding sealing exhibits from D. D'Aquila (.1); review summary of Motion to Dismiss and analysis (.9); review summary of Rule 12(c) Motion and analysis(.7)	1.80	575.00	1,035.00
11/04/21	JXA	Confer and strategize with A. Castaldi regarding Marrero Plaintiffs and intervention (.6); confer with A. Velazquez (.1); re-review and analyze arguments of numerous Rule 12 motions directed at the Amended Complaint (3.6)	4.30	575.00	2,472.50
11/04/21	MAF	Complete review of Inspectorate motion to dismiss (.6); complete review of Omnibus MTD (0.7).	1.30	550.00	715.00
11/04/21	JMS	Review issues concerning lifting of stay with respect to vitol matters.	1.60	500.00	800.00
11/05/21	JXA	Review correspondence from L. Rappaport (.3); strategize with A. Castaldi (.6); confer with local counsel regarding Puerto Rican law (.2); analyze arguments in response to Complaint (2.7)	3.80	575.00	2,185.00
11/05/21	MAF	Review analysis of SCC draft limited objection to Rule 24(c) submission by Marrero plaintiffs and related explanatory cover emails (0.5); review draft limited objection and consider commentary provided by email (0.7);	1.20	550.00	660.00
11/05/21	AMC	Review and analyze draft objection to Marrero Plaintiffs' Rule 24(c) "pleading".	0.60	375.00	225.00
11/08/21	JXA	Strategize with A. Castaldi (.2); confer with D. D'Aquila regarding Response to Rule 24 (.2); Review SCC Objection (.4)	0.80	575.00	460.00
11/09/21	JXA	Confer with L. Rappaport (.1); review proposed correspondence to Vitol regarding Status Report (.1); review Order Setting Briefing Schedule (.1); prepare UCC Joinder and revise same (2.4)	2.60	575.00	1,495.00
11/09/21	JXA	Analyze and strategize regarding Fuel Oil Defendant Motion to Dismiss.	1.70	575.00	977.50
11/09/21	MAF	Review emails among counsel regarding Rule 24(c) response and concerning status report on Vitol claims (0.2); review filed version of SCC Rule 24(c) response (0.4); legal research as to applicable case law and issues with respect to Marrero filing under Rule 24(c) (2.8); review emails among plaintiff group related to potential Vitol amendment, implications on pending motions under Rule 12 and proposed course of action and research issues (0.3); review prior Rule 24(c) notes and consider potential arguments (0.9).	4.60	550.00	2,530.00
11/09/21	AMC	Prepare and revise objection to Rule 24(c) pleading filed by the Marrero Plaintiffs, and undertake internal communications concerning the same.	4.80	375.00	1,800.00

PROMESA - Official Committee of Unsecured Creditors
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11/09/21	AMC	Review, analyze, and conduct legal research concerning pleading requirements under Rule 7(a) of the Federal Rules, and compared same against requirements for "pleadings" under Rule 24(c).	1.80	375.00	675.00
11/10/21	JXA	Confer with D. D'Aquila (.2); prepare revisions to Joinder (.4); review and analyze memorandum on LPRA (.6); revise UCC Joinder (.4); confer with D. D'Aquila (.2); review correspondence from Vitol (.2); review research (.3)	2.30	575.00	1,322.50
11/10/21	MAF	Continue research into potential arguments, advance outline, conduct additional legal research, review applicable orders and pleadings relevant to Intervention Motion and Marrero Plaintiff's Rule 24(c) filing (4.0); conference with J Arrastia regarding the foregoing (0.2); review draft joinder and apply proposed edits (1.3); review further emails among counsel concerning amendment and status conference issues (0.2).	5.70	550.00	3,135.00
11/10/21	JMS	Work on motion to dismiss briefing.	2.40	500.00	1,200.00
11/10/21	AMC	Prepare revisions to the UCC's objection to Marrero Plaintiffs' intervention "pleading" consistent with comments and redlines by J. Arrastia.	0.90	375.00	337.50
11/10/21	AMC	Review and analyze prior intervention submissions (motions and proposed orders), and Judge Dein's prior or staying litigation and granting limited intervention rights, and prepare brief synopsis of prior intervention rights.	0.60	375.00	225.00
11/10/21	AMC	Review of authorities cited by omnibus motion to dismiss concerning application of the in pari delicto doctrine, review and analyze Puerto Rican authorities and national authorities at large concerning that doctrine, and prepare working memorandum concerning applicability of doctrine.	4.20	375.00	1,575.00
11/10/21	JNS	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	75.00	22.50
11/11/21	JXA	Revise Limited Objection to Rule 24 pleading (.6); prepare correspondence to local counsel (.1); prepare correspondence to Committee (.3); confer with Juan Casillas (.2); confer with D. D'Aquila (.2); confer with L. Rappaport (.1); strategize regarding Vitol 12(c) filing (.6)	2.10	575.00	1,207.50
11/11/21	JXA	Confer and strategize with A. Castaldi regarding Joinder.	0.20	575.00	115.00
11/11/21	JHG	Review draft response on motion to intervene and analysis of strategic issues.	1.60	765.00	1,224.00
11/11/21	JHG	Review draft SCC joinder.	0.60	765.00	459.00
11/11/21	JHG	Review Prepa 19-00388 Doc 88 Marrero Rule 24 pleading and review attached claims.	0.80	765.00	612.00

PROMESA - Official Committee of Unsecured Creditors
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11/11/21	MAF	Review revised / clean Rule 12(c) response and emails among JA and AC regarding the same (0.7); review emails among SCC and UCC counsel concerning issues raised by Vitol's request to amend and consider potential actions (0.2); confer with JA regarding the foregoing (0.2).	1.10	550.00	605.00
11/11/21	JMS	Work on motion to dismiss briefing.	1.60	500.00	800.00
11/11/21	AMC	Prepare further revisions to, and finalize, UCC joinder to objection to Marrero Plaintiffs' intervention "pleading" (.8), and review and analyze First Circuit (and PROMESA) case law concerning Rule 24 requirements (.9); confer and strategy with J. Arrastia (.2).	1.90	375.00	712.50
11/11/21	AMC	Conduct substantial review, analysis, and research concerning limitations arguments raised by certain fuel supply parties.	4.70	375.00	1,762.50
11/12/21	JHG	Review filed joinder, Doc 106 in Prepa 19-00388.	0.20	765.00	153.00
11/12/21	JMS	Work on motion to dismiss briefing.	2.70	500.00	1,350.00
11/12/21	JNS	Confer with Angelo Castaldi regarding Joinder Objection of the Official Committee of Unsecured Creditors to the Special Claims Committee's Limited Objection to Marrero Plaintiff's Rule 24 Pleading (.2). Review and finalized formatting of draft document (.4). E-file, download, save and circulate file stamped copy for attorney (.3).	0.90	75.00	67.50
11/12/21	JNS	Confer with local counsel regarding finalizing Joinder Objection of the Official Committee of Unsecured Creditors to the Special Claims Committee's Limited Objection to Marrero Plaintiff's Rule 24 Pleading. , and service process.	0.40	75.00	30.00
11/13/21	JXA	Review draft Joint Status Report from Vitol.	0.20	575.00	115.00
11/15/21	JXA	Review SCC edits to Joint Status Report (.2); confer with D. D'Aquila regarding Motions to Dismiss (.1); email from Vitol counsel (.1)	0.40	575.00	230.00
11/15/21	AMC	Prepare internal working memorandum concerning Internal Revenue Code and FDCA fraudulent transfer and limitations provisions.	1.90	375.00	712.50
11/15/21	AMC	Conduct substantial legal research concerning insolvency and reasonable equivalence requirements	3.80	375.00	1,425.00
11/16/21	JXA	Analyze Memorandum of Puerto Rican law (.4); confer and strategize with A. Castaldi regarding Motion to Dismiss issues and strategize (.8); strategize regarding 9544 claims (.6); confer with CST regarding Puerto Rican law (.4).	2.20	575.00	1,265.00
11/16/21	MAF	Review GJB memoranda summarizing arguments in motions to dismiss (0.7); review and consider memorandum analyzing anticipated motion to dismiss arguments and compare against defendants' filings (1.1).	1.80	550.00	990.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
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11/16/21	JMS	Prepare for and participate in conference concerning Fuel Oil Litigation briefing, follow up research concerning same	2.30	500.00	1,150.00
11/16/21	AMC	Review, analyze, and compare Sections 3847 and 1864 of Puerto Rico's LPRA, and cases analyzing the same, and prepare write-up concerning the same.	2.90	375.00	1,087.50
11/16/21	AMC	Review, analyze, and prepare summary concerning federal authorities addressing "applicable law" component of Section 544.	1.80	375.00	675.00
11/16/21	AMC	Confer internally and with local counsel concerning potential issues under LPRA.	0.60	375.00	225.00
11/16/21	AMC	Review, analyze, and prepare memorandum-summary concerning pleading requirements for s. 548 and s. 544 constructive fraud claims.	3.90	375.00	1,462.50
11/17/21	JXA	Review and strategize regarding Order Setting Briefing Schedule (.1); confer and strategize with M. Friedman regarding response to various motions to dismiss (.3); strategize with A. Castaldi regarding applicable legal principles to motions to dismiss (.6); review correspondence with local counsel on Puerto Rican law (.2)	1.20	575.00	690.00
11/17/21	JXA	Strategize and consider arguments of defendants and potential responses to motions directed to amended complaint.	1.30	575.00	747.50
11/17/21	MAF	Continue review of material related to motions to dismiss and email Castaldi with questions, email Castaldi regarding research issues (.8); further emails with Castaldi and Arrastia regarding the foregoing and with Suarez regarding upcoming call (.7); review CST memo discussing certain issues raised in pending motions to dismiss (0.9);	2.40	550.00	1,320.00
11/17/21	JMS	Prepare for call with SCC counsel concerning Fuel Oil Litigation and MTD briefing (1.4); prepare outline of issues to be addressed in MTD briefing and research related to same (2.2); review Review 12c issues in Vitol Motion (1.8)	5.40	500.00	2,700.00
11/17/21	AMC	Review, analyze, and prepare memorandum-summary concerning Puerto Rico law concerning fraud transfers and rescission (5.3); confer with M. Friedman (.4)..	5.70	375.00	2,137.50
11/17/21	AMC	Review, analyze, conduct research concerning, and prepare memorandum-summary concerning contract arguments made by certain defendants in Adv. Proc. 19-388 (3.2); strategy with J. Arrastia (.6).	3.80	375.00	1,425.00
11/18/21	JXA	Review legal research memorandum (.9); review Order closing AP 115 (.1); strategize with A. Castaldi regarding collaboration with SCC (.4)	1.40	575.00	805.00
11/18/21	MAF	Continue review and analysis of CST memo concerning issues raised in motions to dismiss (0.9); prepare for and attend call with A. Castaldi and J. Suarez to discuss issued raised in motions to dismiss and preliminary analysis (0.8); attend call with counsel for co-plaintiff to discuss issues raised and strategy regarding motion to dismiss (0.4);	2.10	550.00	1,155.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 103310

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11/18/21	JMS	Prepare for and participate in call with SCC counsel concerning Fuel Oil Litigation (1.1); research issues relating to Rule 12B6 and amendments of complaints (2.4); confer and strategy with A. Castaldi and M. Friedman (.8).	4.30	500.00	2,150.00
11/18/21	AMC	Prepare for and conduct separate telephone conferences with GJB team concerning litigation strategy, and with counsel for the SCC concerning approach forward in Adv. Proc. 19-388.	1.60	375.00	600.00
11/18/21	AMC	Prepare analysis and memorandum-summary concerning: in pari delicto, exceptions thereto, municipal insolvency, and reasonably equivalent value (5.2); confer with J. Arrastia (.4).	5.60	375.00	2,100.00
11/19/21	MAF	Review operative complaint and consider allegations pertinent to motions to dismiss, outline memo related to the same (0.8); research and review case law discussing IRS as triggering creditor under 544(b) and related issues (3.9)	4.70	550.00	2,585.00
11/19/21	AMC	Prepare analysis, outline, and memorandum-summary concerning Rule 8 standards and Rule 9(b) standards governing fraudulent transfer claims, and pleadings requirements under Twombly and Iqbal in the Chapter 5 context, and further notions of "triggering creditors" under Section 544 of the Bankruptcy Code	2.60	375.00	975.00
11/22/21	JXA	Correspondence with opposing counsel regarding request for extension.	0.20	575.00	115.00
11/22/21	MAF	Continue to conduct legal research as to issues raised and counter arguments to be made with respect to motions to dismiss first amended complaint (2.3);	2.30	550.00	1,265.00
11/23/21	JXA	Prepare correspondence to D. D'Aquila (.1); strategize with A. Castaldi and M. Friedman regarding responses (.8); legal research and analysis to applicable authority (1.3); strategize regarding responses to Rule 12 motions (1.7)	3.90	575.00	2,242.50
11/23/21	MAF	Further legal research and review of case law related to bankruptcy trustee stepping into IRS shoes and related arguments/issues (1.2).	1.20	550.00	660.00
11/23/21	JMS	Work on motion to dismiss briefing.	1.80	500.00	900.00
11/23/21	AMC	Prepare arguments for inclusion in Co-Plaintiffs' response to Omnibus Motion to Dismiss.	2.30	375.00	862.50
11/23/21	AMC	Strategize internally concerning logistics and structure of arguments in response to dispositive motions filed in Adv. Proc. 19-388.	1.10	375.00	412.50
11/23/21	AMC	Continue review and analysis of IRS look-back case law concerning statutes of limitation	1.20	375.00	450.00
11/24/21	JXA	Prepare argument outline (1.8); attend to preparation of Responses to Motion to Dismiss (.9)	2.70	575.00	1,552.50
11/24/21	MAF	Continue legal research and outline of arguments for IRS / 10-year transfer issues (1.8)	1.80	550.00	990.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 103310

Page 7

11/24/21	JMS	Research issues in response to Vitol 12(c) Motion.	2.40	500.00	1,200.00
11/24/21	AMC	Prepare arguments in response to arguments raised by Defendants' motion to dismiss and, further thereto, conduct related legal research.	8.30	375.00	3,112.50
11/29/21	MAF	Continue legal research / review of case law discussing trustee / committee rights under FDCPA and as tax authority to assert 10-year claims (2.2).	2.20	550.00	1,210.00
11/29/21	JMS	Work on MTD briefing.	1.80	500.00	900.00
11/29/21	AMC	Prepare arguments in response to arguments raised by Defendants' motion to dismiss and, further thereto, conduct related legal research.	6.40	375.00	2,400.00
11/30/21	JXA	Prepare, revise, and research argument in response to Omnibus Motion to Dismiss.	3.80	575.00	2,185.00
11/30/21	MAF	Continue review and analysis of case law relevant to 10-year look back issue and related statutes of limitations arguments to prepare drafting insert to motion to dismiss response (3.6)	3.60	550.00	1,980.00
11/30/21	AMC	Conduct legal research of Puerto Rico authorities concerning LPRA Section 3492 and 3493.	2.30	375.00	862.50
11/30/21	AMC	Prepare arguments in response to arguments raised by Defendants' motion to dismiss and, further thereto, conduct related legal research.	4.60	375.00	1,725.00
11/30/21	JSR	Research relating to pleading requirements for this type of case.	0.90	305.00	274.50
Subtotal: B191 / General Litigation			199.60		\$93,755.00
Total			199.60		\$93,755.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JXA	John X Arrastia	Sr. Partner	41.10	575.00	23,632.50
JHG	John H Genovese	Sr. Partner	3.20	765.00	2,448.00
JMS	Jesus M Suarez	Partner	28.90	500.00	14,450.00
MAF	Michael A Friedman	Partner	36.90	550.00	20,295.00
JSR	Jeremy S Rosner	Associate	0.90	305.00	274.50
AMC	Angelo M Castaldi	Associate	86.70	375.00	32,512.50
JNS	Jessey N Sardina	Paralegal	1.90	75.00	142.50
Total			199.60		\$93,755.00

Current Fees and Costs

\$93,755.00

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

February 2, 2022
Please Refer to
Invoice Number: 103606

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Dec 31, 2021

96,790.00

Costs incurred and advanced

0.00

Current Fees and Costs Due

96,790.00

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank

Bank Telephone: 305-447-1899

Account Name: Genovese Joblove & Battista, P.A. - Operating

Routing Number : 066004367

Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor

Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.

Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

February 2, 2022

Please Refer to

Invoice Number: 103606

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Dec 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B150 / Meetings of Creditors					
12/07/21	JXA	Prepare draft communication to Committee regarding case strategy.	0.60	575.00	345.00
Subtotal: B150 / Meetings of Creditors			0.60		\$345.00
B191 / General Litigation					
12/01/21	JXA	Review and analyze legal research (.6); review Marrero Plaintiff statement (.2); strategize (.4); confer and analyze 12(c) issues with A. Castaldi (.4); prepare response to Vitol 12(c) motion (2.1)	3.70	575.00	2,127.50
12/01/21	MAF	Continue legal research and analysis of case law and statutes discussing issues raised with respect to 10-year transfers in preparation of drafting response to motion to dismiss (3.1); review outline of arguments prepared by Arrastia to consider issues to be addressed in response and in what order / priority (.6); review and analyze omnibus motion to dismiss and evaluate legal issues based on research conducted to date (1.3); prepare memorandum/outline of issues, including analysis of strengths and weaknesses, and recommendations for how to address each and strategic considerations related to them (2.7).	7.70	550.00	4,235.00
12/01/21	AMC	Prepare memorandum of law in opposition to omnibus motion to dismiss (7.9); confer with J. Arrastia (.4)	8.30	375.00	3,112.50
12/01/21	JSR	Research regarding motion to dismiss.	2.30	305.00	701.50
12/02/21	JXA	Confer and strategize with M. Friedman regarding case issues (.4); review source materials of Complaint (1.3); analyze same regarding elements of Motions to Dismiss and Responses (.7); review rough draft of A. Castaldi regarding elements of Response to Motion to Dismiss (.8); prepare draft of Motion to Dismiss as to certain arguments (1.1).	4.30	575.00	2,472.50

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 103606

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12/02/21	JXA	Prepare draft response to 12(c) Motion by Vitol (2.2); legal research and analysis (1.4); prepare Reply to Marrero Plaintiffs Limited Reply to Marrero Plaintiffs Response to Joint Status Report (1.3)	4.90	575.00	2,817.50
12/02/21	MAF	Review Marrero plaintiffs response to Vitol status report (0.2); review notes and memo regarding motion to dismiss issues, and draft and send detailed memorandum to GJB group regarding 10-year transfer issues (3.2); draft response to motion to dismiss insert with respect to the foregoing (5.8).	9.20	550.00	5,060.00
12/02/21	AMC	Prepare memorandum of law in opposition to omnibus motion to dismiss	7.70	375.00	2,887.50
12/03/21	JXA	Review draft arguments from M. Friedman (.6); revise Response to Motion to Dismiss, incorporating arguments (3.1); additional revisions to draft Response (1.3); legal research and analysis (1.4); review D.E. 115 (.3)	6.70	575.00	3,852.50
12/03/21	JXA	Revise Reply to Marrero Plaintiffs Response to Joint Status Report.	0.40	575.00	230.00
12/03/21	MAF	Continue to advance motion to dismiss response insert regarding FDCA and IRS issues and circulate to GJB group (3.8).	3.80	550.00	2,090.00
12/03/21	AMC	In respect of Adv. Proc. 19-388, prepare and revise limited reply to the Marrero Plaintiffs' response (DE 113) to the Joint Status Report on Vitol's Counterclaims (DE 107)	2.30	375.00	862.50
12/03/21	AMC	Revise memorandum of law in opposition to omnibus motion to dismiss	4.70	375.00	1,762.50
12/03/21	JSR	Research regarding section 544(b) and state fraudulent transfer law	2.60	305.00	793.00
12/05/21	JXA	Revise and draft Opposition to Motion to Dismiss (3.6); legal research and analysis (1.3)	4.90	575.00	2,817.50
12/05/21	MAF	Review case law concerning IRS 10-year lookback under section 6502(a), review defendants argument, draft insert for opposition (5.7).	5.70	550.00	3,135.00
12/06/21	JXA	Revise draft motions (1.1); strategize with A. Castaldi (.6); confer with SCC counsel (.5); review legal research from SCC (1.1); strategize (.8); review revisions to Reply to Joint Status Report from SCC (.2); finalize Reply (.3); revise Response to Motion to Dismiss (2.1); revise response to 12(c) Motion (1.8); confer and strategize with M. Friedman (.7).	9.20	575.00	5,290.00
12/06/21	MAF	Confer and strategize with J. Arrastia to discuss issues related to motion to dismiss response (0.7); review case law provided by co-plaintiffs related to contract claims (0.9).	1.60	550.00	880.00

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12/06/21	AMC	Review and detailed analysis of motions to dismiss filed by defendants Inspectorate and Carlos Mendez and, in conjunction therewith, analyze source materials underlying amended complaint (.8); detailed preparation and revision of response to omnibus motion to dismiss (8.7); telephone conference with SCC counsel concerning litigation strategy (.7)	10.20	375.00	3,825.00
12/07/21	JHG	Review and analysis of AP 19-00388 filing, DE 114.	0.60	765.00	459.00
12/07/21	JHG	Review and analysis of AP 19-00388 filing, DE 115.	0.40	765.00	306.00
12/07/21	JHG	Review and analysis of AP 19-00388 filing, DE 116.	0.40	765.00	306.00
12/07/21	JHG	Review and analysis of AP 19-00388 filing, DE 117.	0.30	765.00	229.50
12/07/21	JXA	Confer with SCC regarding case strategy (.6); strategize regarding In Pari Delicto issues (1.1); continued preparation of Response to 12(c) Motion (1.8); continued preparation of Response to Omnibus Motion to Dismiss (2.3); prepare Reply to 24(c) Motion (1.9); confer with A. Castaldi and M. Friedman (.4)	8.10	575.00	4,657.50
12/07/21	MAF	Call with JA regarding strategy for completing MTD response and call with co-plaintiffs (0.3); review draft response to omnibus MTD and email AC high level comments regarding certain sections (0.8); revise draft FDCPA insert for response based on JA comments to prior draft (2.1); conference call with GJB group and co-plaintiff group to discuss strategy for response to Omnibus MTD (1.3); follow up call with Arrastia and team (0.3).	4.80	550.00	2,640.00
12/07/21	JSR	Research regarding motion to dismiss and motion to amend.	3.30	305.00	1,006.50
12/07/21	AMC	Telephone conference with counsel for SCC and FOMB (1.3); detailed preparation and revision of omnibus response to motion to dismiss (7.6); confer with M. Friedman and J. Arrastia (.3)	9.20	375.00	3,450.00
12/08/21	JXA	Confer with FOMB counsel regarding Joint Reply to Plaintiffs' Response to Objection to Rule 24 (c) pleading (.3); confer with SCC counsel (.1); strategize with A. Castaldi (.4); revise Response to Objection (.4)	1.20	575.00	690.00
12/08/21	JMS	Research Paulian claims under Puerto Rico law in connection with fuel oil case in support of MTD briefing.	1.70	500.00	850.00
12/08/21	MAF	Review summary of filings for 12/3-12/7 and consider import with respect to pending tasks (0.3); email with AC regarding drafting of response (0.1).	0.40	550.00	220.00
12/08/21	AMC	Revise response to omnibus motion to dismiss consistent with J. Arrastia's redline and comments; (2.6); confer with M. Friedman (.1)	2.70	375.00	1,012.50

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12/08/21	AMC	Detailed review, analysis, and deconstruction of Marrero Plaintiffs' response to Co-Trustees' Rule 24(c) objection (.6); prepare and revise reply to the same (1.2)	1.80	375.00	675.00
12/09/21	JXA	Confer with SCC counsel regarding factual investigation (.3); confer with A. Castaldi regarding revisions to Response to Objection to Rule 24 (c) Motion (.3)	0.60	575.00	345.00
12/09/21	MAF	Review draft UCC reply to Marrero plaintiff response to UCC objection to Marrero plaintiffs' Rule 24(c) pleading, review SCC commentary to the same, review AC redlines based on comments, and provide additional redlines and comments on current draft (2.1); review AC redlines to draft of committee reply to defendants joint response to Rule 24(c) pleading, review prior reply to confirm understanding of issues and strategic choices (2); conference with AC regarding the same (.2); apply revisions to draft (.1); conferences via text with JA regarding same (.1); exchange emails with group discussing revisions to current draft, finalize edits, review, draft email to SCC regarding draft (.7).	5.20	550.00	2,860.00
12/09/21	AMC	Detailed review, analysis and annotations concerning defendants' briefing concerning Marrero Plaintiffs' Rule 24(c) issues (.4); prepare and revise reply to said briefing of defendants (1.8)	2.20	375.00	825.00
12/09/21	AMC	Review, analyze, and consider suggestions of FOMB counsel concerning Marrero Plaintiffs' Rule 24(c) briefing (.2); confer with J. Arrastia and M. Friedman (.2)	0.40	375.00	150.00
12/09/21	AMC	Prepare detailed revisions to response of Marrero Plaintiffs concerning Rule 24(c) issues.	2.80	375.00	1,050.00
12/09/21	AMC	Conduct research concerning amendments to operative amended complaint in Adv. Case No. 19-388.	1.80	375.00	675.00
12/10/21	JXA	Review correspondence from defendants (.1); review additional comments to Reply from FOMB counsel (.1); review correspondence to Marrero Plaintiffs (.3); review final draft of Reply to Response to Objection to Rule 24 (c) Motion (.3)	0.80	575.00	460.00
12/10/21	MAF	Review email from SCC counsel with comments on reply to defendants' joint response, confer with UCC counsel group and respond, review emails among group regarding edits to reply to Marrero response (0.4); review revised versions of both draft replies, provide additional redlines and comments, and email with UCC counsel group with further instructions regarding the same (0.9).	1.30	550.00	715.00
12/10/21	AMC	Attend to communications with counsel for fuel oil defendants, and confer internally concerning forthcoming call with said counsel.	0.30	375.00	112.50
12/10/21	AMC	In conjunction with additional suggestions from FOMB counsel and internally, prepare revisions to replies to Marrero Plaintiffs and defendants concerning Rule 24 (c) briefing (2.3); attend to communications internally, and, separately, with FOMB counsel concerning the same (.3)	2.60	375.00	975.00

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12/13/21	JXA	Prepare for conference with all defendants (.3); confer with SCC and all defendants (.7); confer and strategize with A. Castaldi (.1); confer with SCC on draft motion (.2)	1.30	575.00	747.50
12/13/21	JMS	Prepare for and participate in meeting with Brown Rudnick concerning litigation against fuel oil suppliers and laboratories (1.3). Research in pari delicto issues concerning motion to dismiss briefing (2.6)	3.90	500.00	1,950.00
12/14/21	AMC	Conduct substantial legal research concerning elements of, and standards governing, claims under s. 544 and the FDCPA and the Internal Revenue Code (3.6); confer with J. Arrastia (.1)	3.70	375.00	1,387.50
12/14/21	AMC	Review and revise motion for extension of time and attend to communications internally concerning the same	1.60	375.00	600.00
12/15/21	JXA	Revise Motion for Extension (.3); finalize motion (.1); confer with D. D'Aquila regarding motion (.1); review multiple email correspondence from opposing counsel (.2); review court order (.1); review correspondence from FOMB regarding lift stay in class action (.1); attentio to expiring tolling agreements (.2); revise proposed Order on Motion for Extension (.1); confer with SCC counsel (.1)	1.30	575.00	747.50
12/15/21	AMC	Review and analyze PREPA's plan support agreement.	0.80	375.00	300.00
12/15/21	AMC	Review final Motion for Enlargement and attend to communications involving SCC/defendants' counsel concerning same.	0.20	375.00	75.00
12/16/21	JXA	Review motion practice regarding opposition to lift stay (.1); attend to expiring tolling agreements (.1)	0.20	575.00	115.00
12/17/21	JXA	Review Class Action Plaintiffs' Stay Relief Motion (.4); review Response to Motion (.2)	0.60	575.00	345.00
12/20/21	JMS	Work on issues relating to amendment of the complaint and response to 12 b motions.	2.30	500.00	1,150.00
12/21/21	JXA	Confer with SCC and FOMB counsel regarding litigation strategy (.4); confer with Tristan Axelrod and Sunni Belville regarding PREPA Complaint Amendments (.1); follow-up communications with SCC counsel regarding claims (.2)	0.70	575.00	402.50
12/21/21	JMS	Review PetroBras tolling agreement (.3)	0.30	500.00	150.00
12/21/21	AMC	Appear at telephonic conference with FOMB and SCC counsel (.6) and attend to internal strategy communications concerning the same (.2)	0.80	375.00	300.00
12/21/21	AMC	Review and analyze hundreds of invoices filed by Inspectorate concerning laboratory services.	2.60	375.00	975.00
12/22/21	JXA	Review Defendants Opposition to Lift Stay in AP 1167 (.3); attend to extension of tolling agreement (.1)	0.40	575.00	230.00
12/22/21	AMC	Conduct legal research of Puerto Rico (and Eleventh Circuit) authorities concerning contract claims	1.30	375.00	487.50

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12/22/21	AMC	Review and analyze issues pertaining to laboratory contracts.	0.80	375.00	300.00
12/22/21	AMC	Research concerning predicate creditors under Sections 544 and 548.	1.80	375.00	675.00
12/22/21	AMC	Review and analysis of Law No. 55-2020, the new "Civil Code of Puerto Rico".	1.40	375.00	525.00
12/23/21	JXA	Review PREPA Contracts referenced in Adversary Complaint.	2.30	575.00	1,322.50
12/23/21	JHG	Review and analysis of ADR procedure.	1.10	765.00	841.50
12/23/21	AMC	Detailed review and analysis of fuel oil contracts involving Trafigura and Vitol entities and compare same against specification requirements under EPA consent decree	3.40	375.00	1,275.00
12/27/21	JXA	Review data regarding Fuel Oil Claims.	1.90	575.00	1,092.50
12/27/21	AMC	Detailed review and analysis draft exhibit and data compilation concerning ten-year payment histories	2.10	375.00	787.50
12/28/21	JXA	Attend to expiring tolling agreements as to Fuel Oil Complaint.	0.30	575.00	172.50
12/28/21	JHG	Review issue of tolling agreement and nine potential targets and claims.	1.30	765.00	994.50
12/28/21	MAF	Review email among SCC counsel related to potential need to bring claims against tolled parties (0.4); review pending complaint against currently tolled defendant, consider redlines proposed by UCC counsel, consider additional necessary revisions, and circulate comments to group (1.2).	1.60	550.00	880.00
12/29/21	JXA	Strategize regarding additions and revisions to Fuel Oil Complaint (.8); review additional data (.6).	1.40	575.00	805.00
12/29/21	MAF	Review emails among UCC and SCC counsel related to claims against tolled defendant, consider representations as to underlying facts and impact on potential claims, send email to group discussing strategic issues implicated in proposed amended complaint against tolled party (0.6).	0.60	550.00	330.00
12/30/21	JMS	Review documents produced concerning amended complaint.	1.80	500.00	900.00
12/30/21	AMC	Comprehensive review and analysis of supporting documentation concerning allegations adv. to fuel suppliers and fuel testing laboratories	4.20	375.00	1,575.00
Subtotal: B191 / General Litigation			201.10		\$96,060.00

B260 / Meetings of and Communications with Board

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12/13/21	MAF	Conference call with defendant group and SCC regarding extension of time to respond to motions to dismiss etc., and motion for leave to amendment (0.6); follow up conference call with UCC counsel group regarding the same (0.1).	0.70	550.00	385.00
Subtotal: B260 / Meetings of and Communications with Board			0.70		\$385.00
Total			202.40		\$96,790.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JXA	John X Arrastia	Sr. Partner	55.80	575.00	32,085.00
JHG	John H Genovese	Sr. Partner	4.10	765.00	3,136.50
JMS	Jesus M Suarez	Partner	10.00	500.00	5,000.00
MAF	Michael A Friedman	Partner	42.60	550.00	23,430.00
JSR	Jeremy S Rosner	Associate	8.20	305.00	2,501.00
AMC	Angelo M Castaldi	Associate	81.70	375.00	30,637.50
Total			202.40		\$96,790.00

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
Total Costs incurrent and advanced		\$0.00
Current Fees and Costs		\$96,790.00

SCHEDULE 3

PROPOSED ORDER

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

**PROMESA
Title III**

No. 17 BK 3283-LTS

(Jointly Administered)

_____ /

**ORDER GRANTING EIGHTH INTERIM FEE APPLICATION OF GENOVESE
JOBLOVE & BATTISTA, P.A. AS SPECIAL LITIGATION COUNSEL TO
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
FOR PERIOD FROM OCTOBER 1, 2021 – DECEMBER 31, 2021**

Upon consideration of the Eighth Interim Fee Application (the “Application”)² of Genovese Joblove & Battista, P.A. (“GJB”), as special litigation counsel to the Official Committee of Unsecured Creditors of all Title III Debtors (the “Committee”)³, for an order pursuant to sections 316 and 317 of PROMESA, section 503(b) of the Bankruptcy Code made applicable to these cases by section 301(a) of PROMESA, Bankruptcy Rule 2016, and Local Rule 2016-1, for allowance of

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

³ The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

compensation and reimbursement of expenses for the period from October 1, 2021 through December 31, 2021, the Court hereby FINDS AND DETERMINES that (i) the Court has jurisdiction to consider the Application and the relief requested therein pursuant to section 306(a) of PROMESA; (ii) venue is proper before this Court pursuant to section 307(a) of PROMESA; (iii) due and proper notice of the Application has been provided under the particular circumstances and no other or further notice need be provided; (iv) any objections to the Application having been resolved; (v) all persons with standing having been afforded the opportunity to be heard on the Application; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED THAT:**

1. The Application is granted on an interim basis.
2. GJB's claim for fees and expenses for services rendered during the Application Period and reimbursement for actual and necessary expenses incurred during the Application Period are hereby allowed in the amounts of \$349,725.50 and \$19,344.38 respectively.
3. To the extent the amounts described in paragraph 2 hereof have not already been paid pursuant to the Interim Compensation Order, (a) the Debtors are directed to pay GJB the outstanding fees in the amount of \$349,725.50 which represents 100% of the fees requested within fourteen days of the date of this Order, and any such payment shall be made net of any payments made by the Debtors pursuant to the Interim Compensation Order, withholding or other applicable taxes, and (b) the Debtors are directed to reimburse GJB for its outstanding expenses in the amount of \$19,344.38, which represents 100% of the expenses requested within fourteen days of the date of this Order.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. GJB is authorized and empowered to take all necessary actions to implement the relief granted in this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: _____, 2022.

HON. LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE